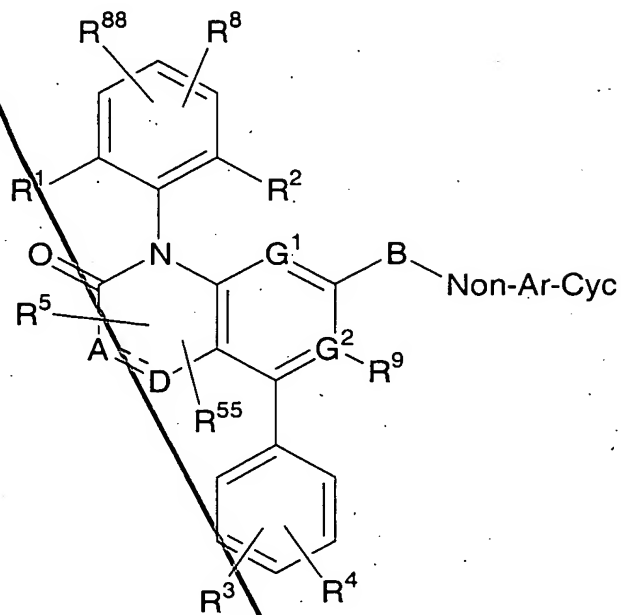


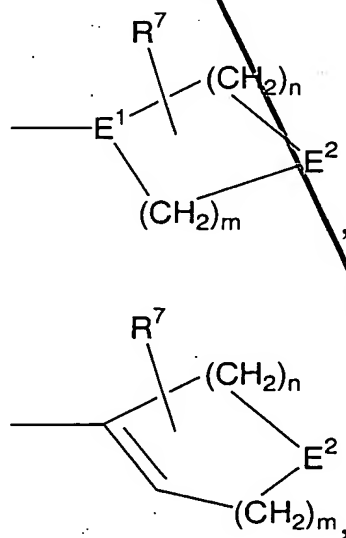
WHAT IS CLAIMED IS:

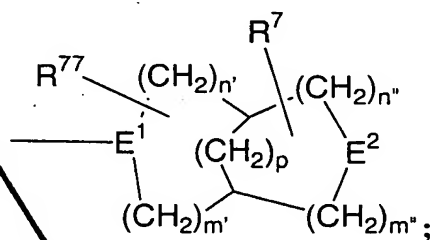
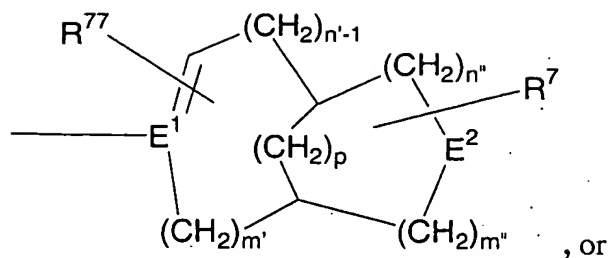
1. A compound represented by (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein
Non-Ar-Cyc is





A is N, O, NH, CH₂, or CH;

B is -C₁₋₆alkyl-, -C₀₋₃alkyl-O-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₃₋₇cycloalkyl-, -C₀₋₃alkyl-N(C₀₋₃alkyl)-C(O)-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-, -C₀₋₃alkyl-S-C₀₋₃alkyl-, -C₀₋₃alkyl-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-PH-C₀₋₃alkyl-, -C₀₋₃alkyl-C(O)-C₀₋₃alkyl, or a direct bond;

D is CH, CH₂, N, or NH; optionally A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

E¹ is CH, N, or CR⁶; or B and E¹ form -CH=C<;

E² is CH₂, CHR, C(OH)R, NH, NR, O, S, -S(O)-, or -S(O)₂-;

G¹ is N, CH, or C(C₁₋₃alkyl);

G² is N, CH, or C(C₁₋₃alkyl);

R, R⁷ and R⁷⁷ each independently is hydrogen, C₁₋₆alkyl- group, C₂₋₆alkenyl- group, C₄₋₆cycloalkyl-C₀₋₆alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-C₁₋₄alkyl-N(C₀₋₄alkyl)- group, -N(C₀₋₄alkyl)(C₀₋₄alkyl) group, C₁₋₃alkyl-CO-C₀₋₄alkyl- group, C₀₋₆alkyl-O-C(O)-C₀₋₄alkyl- group, C₀₋₆alkyl-C(O)-O-C₀₋₄alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-(C₀₋₄alkyl)C(O)(C₀₋₄alkyl)- group, phenyl-C₀₋₄alkyl- group, pyridyl-C₀₋₄alkyl- group, pyrimidinyl-C₀₋₄alkyl- group, pyrazinyl-C₀₋₄alkyl- group, thiophenyl-C₀₋₄alkyl- group, pyrazolyl-C₀₋₄alkyl- group, imidazolyl-C₀₋₄alkyl- group, triazolyl-C₀₋₄alkyl- group, azetidinyl-C₀₋₄alkyl- group, pyrrolidinyl-C₀₋₄alkyl- group, isoquinolinyl-C₀₋₄alkyl- group, indanyl-C₀₋₄alkyl- group, benzothiazolyl-C₀₋₄alkyl- group, any of the groups optionally substituted

with 1-6 substituents, each substituent independently being -OH, -N(C₀₋₄alkyl)(C₀₋₄alkyl), C₁₋₄alkyl, C₁₋₆alkoxyl, C₁₋₆alkyl-CO-C₀₋₄alkyl-, pyrrolidinyl-C₀₋₄alkyl-, or halogen;

or R⁷ together with a bond from an absent ring hydrogen is =O;

n' + n'' = n;

m' + m'' = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

R¹, R², R³, R⁴, and R⁶ are each independently halogen, C₀₋₄alkyl, -C(O)-O(C₀₋₄alkyl), or -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl);

R⁵ and R⁵⁵ independently is H, CH₃, CH₂CH₃, or absent;

R⁸⁸ and R⁸ each is independently -CN, -C₀₋₄alkyl, -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl), -C(O)-O-C₀₋₄alkyl or 1,3-dioxolan-2-yl-C₀₋₄alkyl-;

R⁹ is -C₀₋₄alkyl, or absent; and

any alkyl optionally substituted with 1-6 independent halogen or -OH.

2. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is CH₂.

3. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

4. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-O-C₀₋₃alkyl.

5. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-C(O)-C₀₋₃alkyl.

6. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein .

B is C₁₋₆alkyl.

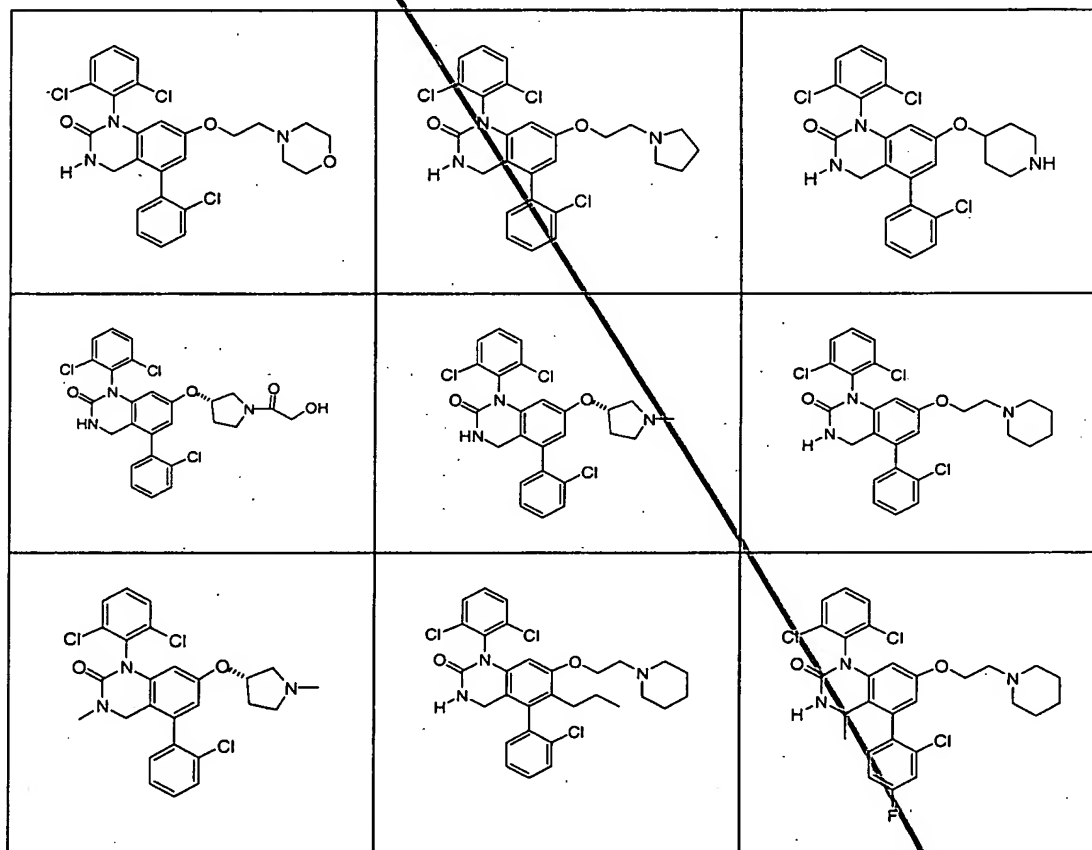
5 7. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

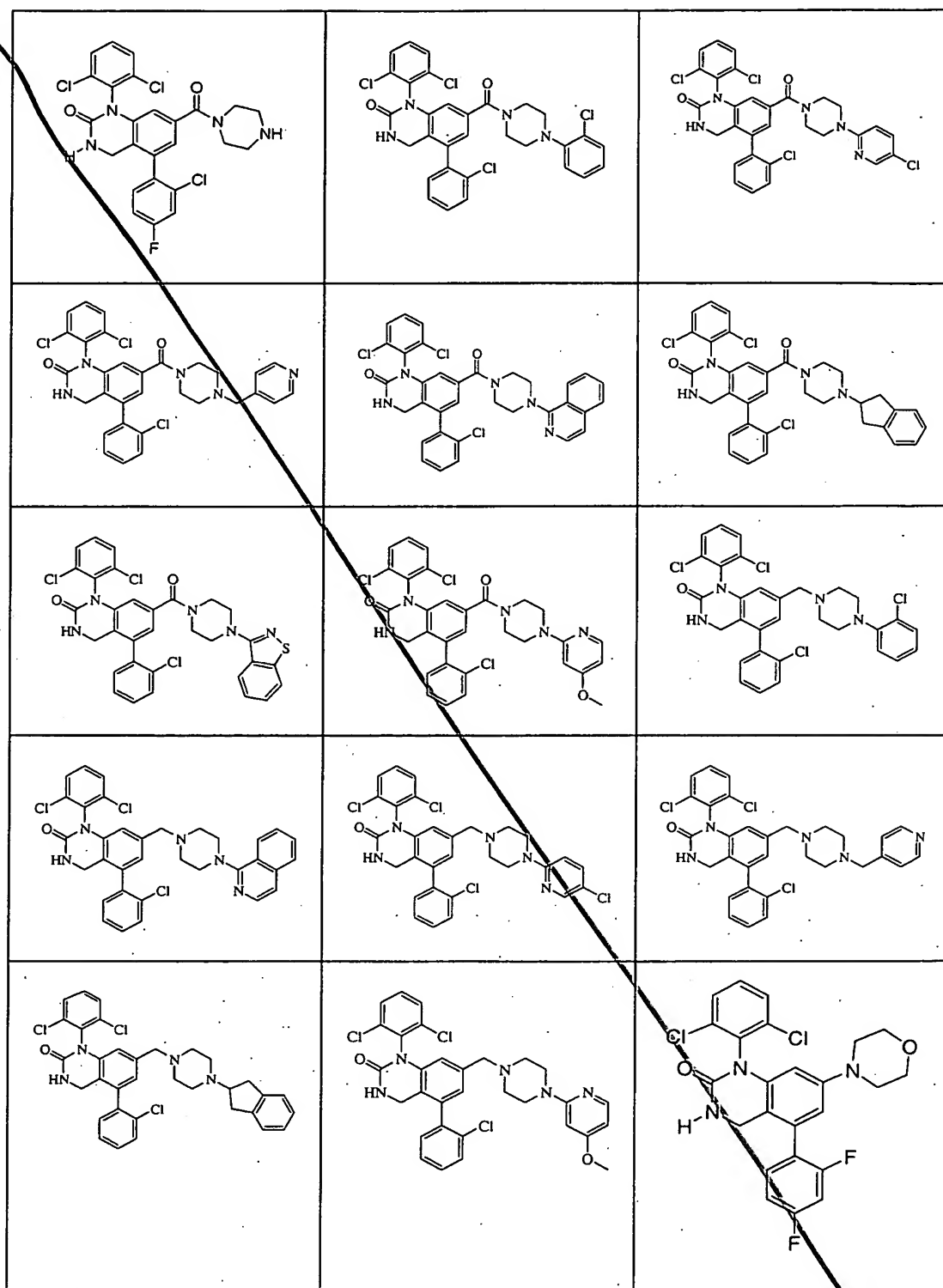
~~Bis C₀₋₃alkyl-NH-C₀₋₃alkyl.~~

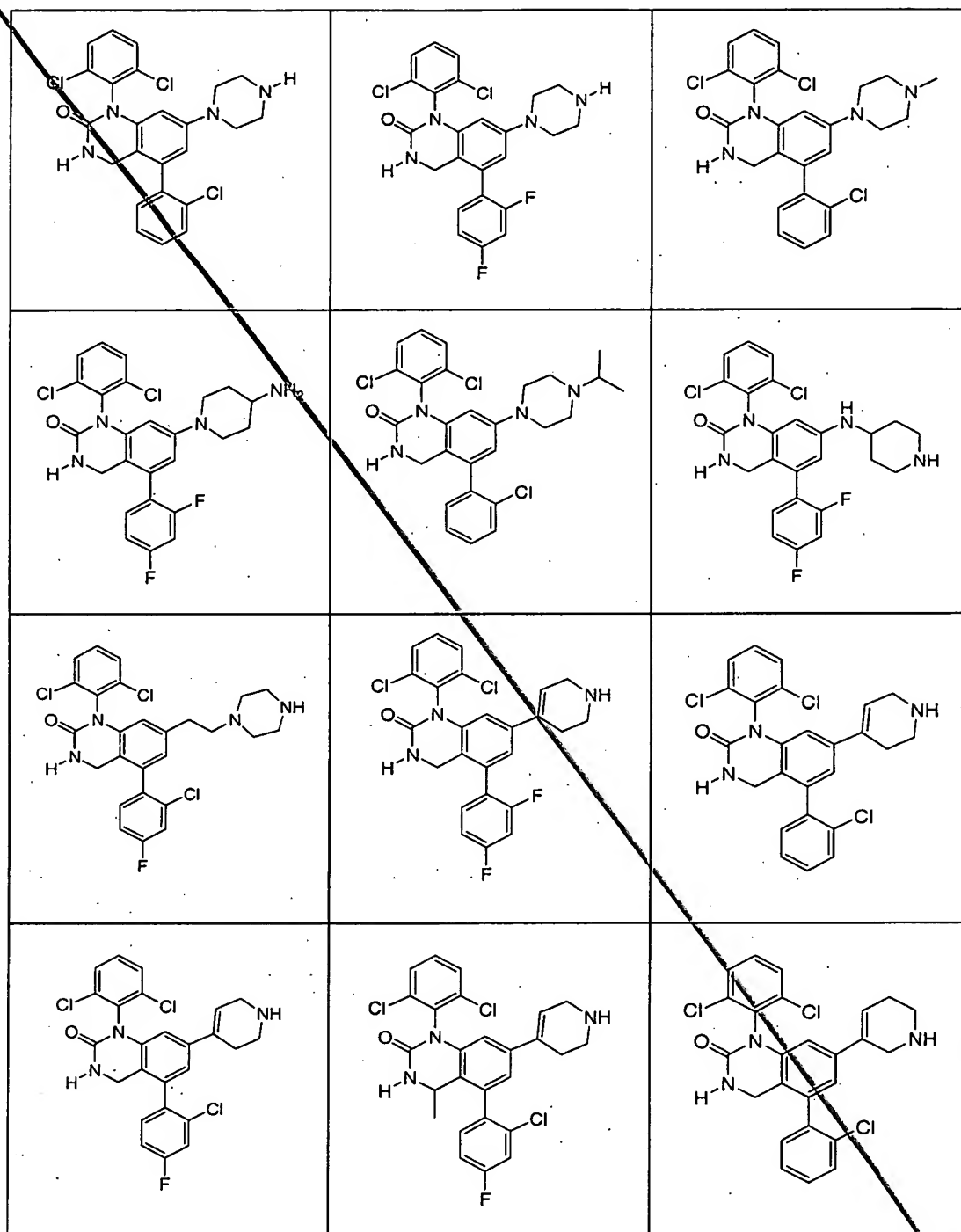
8. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

G^2 is N.

9. The compound according to claim 2, represented by

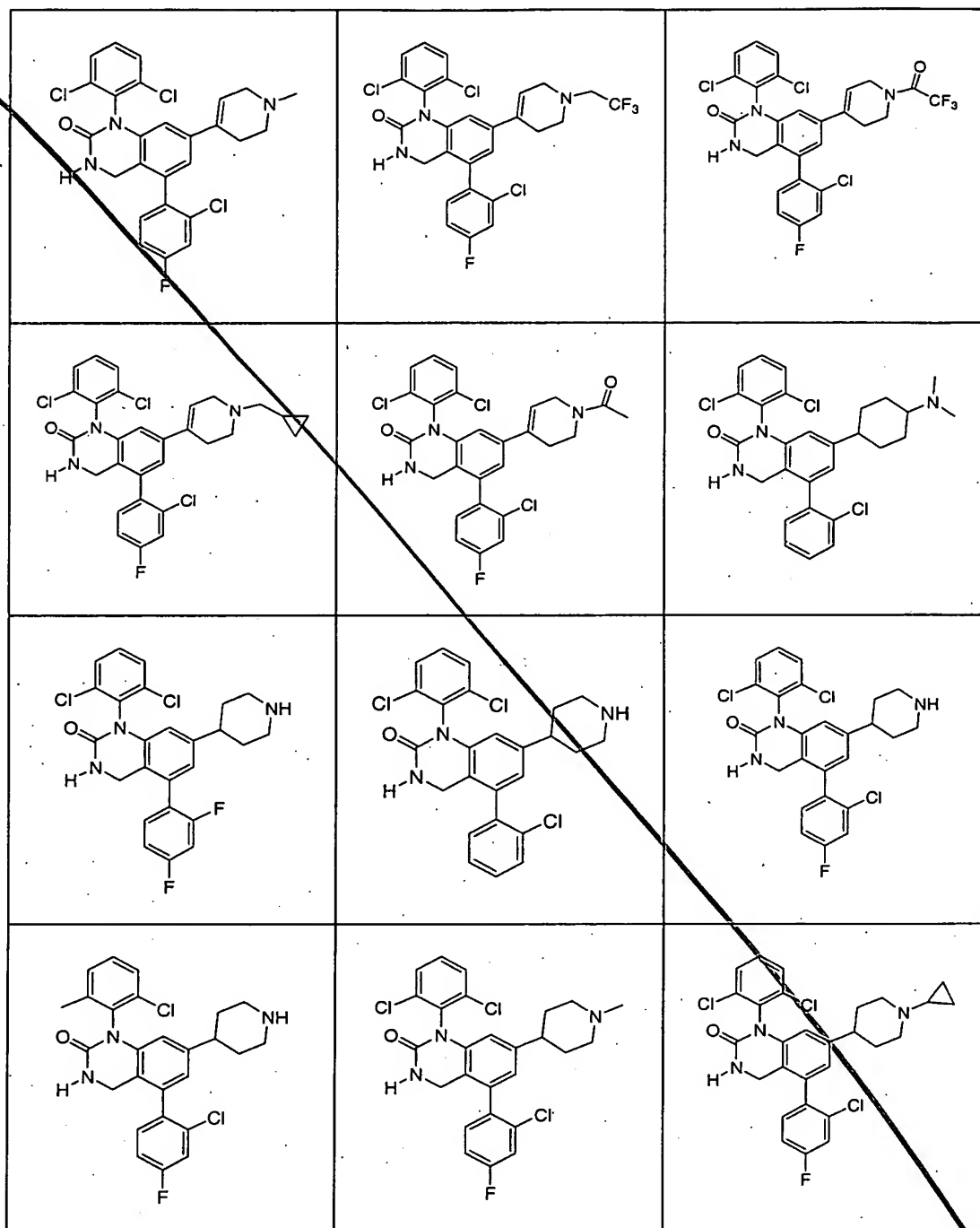




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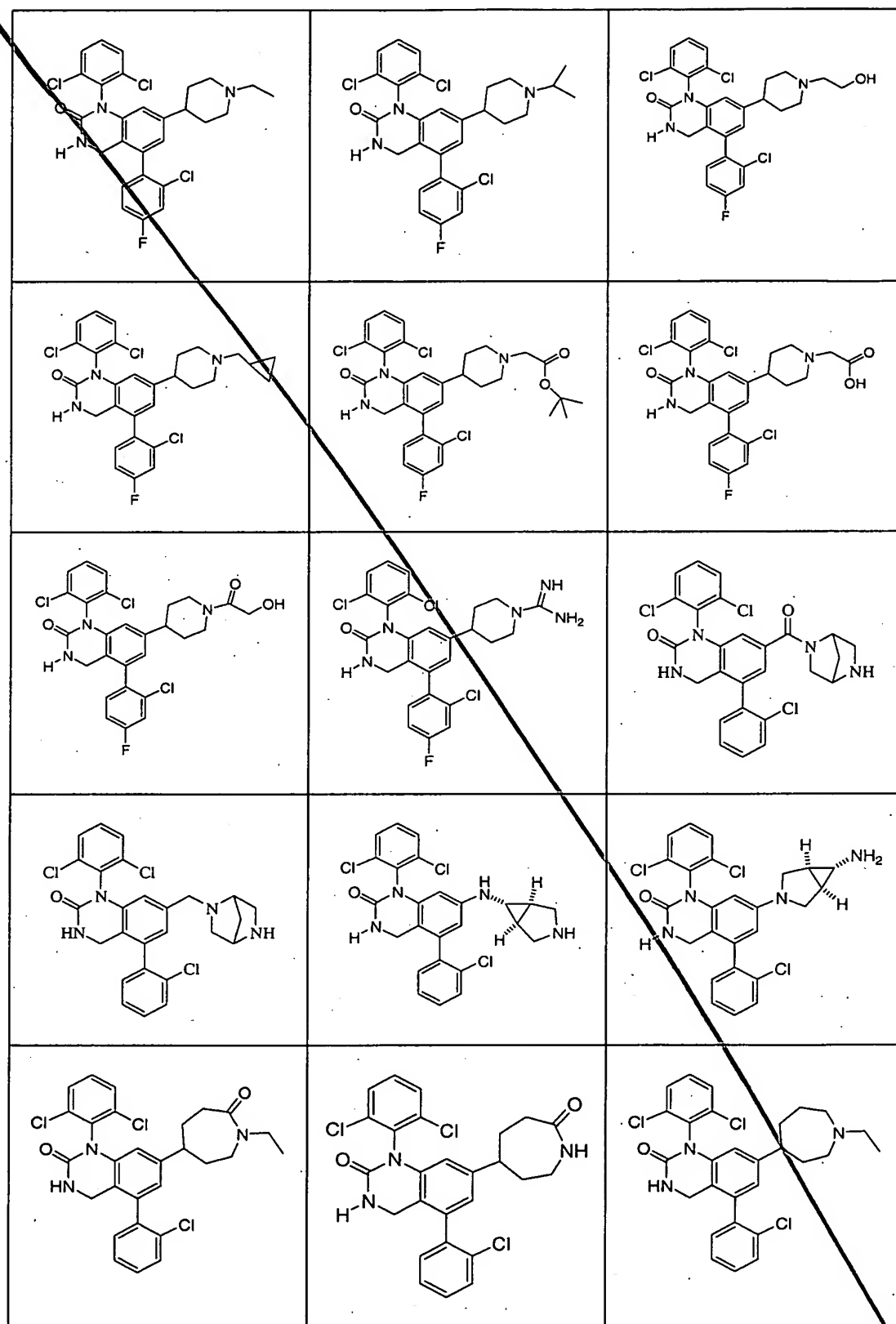
B1
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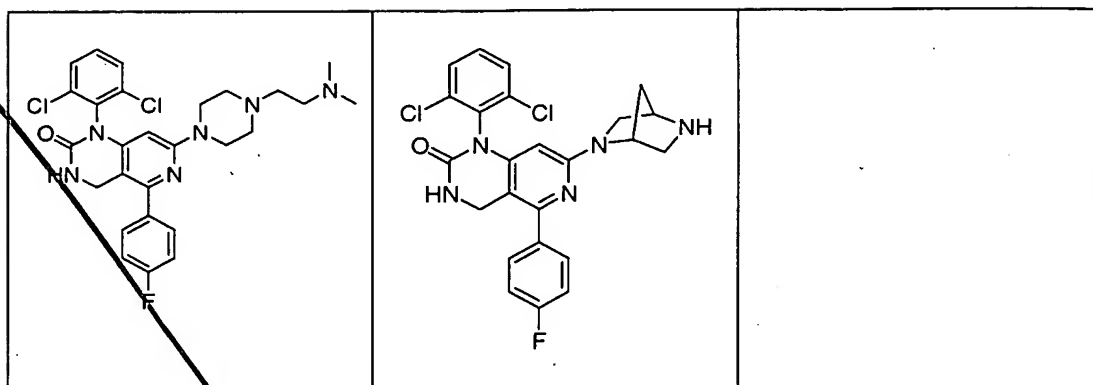
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B1
cont

1. The compound of claim 1, wherein the substituent is a chlorine atom.
2. The compound of claim 1, wherein the substituent is a fluorine atom.
3. The compound of claim 1, wherein the substituent is a methyl group.
4. The compound of claim 1, wherein the substituent is an ethyl group.
5. The compound of claim 1, wherein the substituent is a propyl group.
6. The compound of claim 1, wherein the substituent is a butyl group.
7. The compound of claim 1, wherein the substituent is a pentyl group.
8. The compound of claim 1, wherein the substituent is a hexyl group.
9. The compound of claim 1, wherein the substituent is a heptyl group.
10. The compound of claim 1, wherein the substituent is an octyl group.
11. The compound of claim 1, wherein the substituent is a nonyl group.
12. The compound of claim 1, wherein the substituent is a decyl group.
13. The compound of claim 1, wherein the substituent is a dodecyl group.
14. The compound of claim 1, wherein the substituent is a tetradecyl group.
15. The compound of claim 1, wherein the substituent is a hexadecyl group.
16. The compound of claim 1, wherein the substituent is an octadecyl group.
17. The compound of claim 1, wherein the substituent is a docosyl group.
18. The compound of claim 1, wherein the substituent is a tetracosyl group.
19. The compound of claim 1, wherein the substituent is a hexacosyl group.
20. The compound of claim 1, wherein the substituent is an octacosyl group.
21. The compound of claim 1, wherein the substituent is a triacontyl group.
22. The compound of claim 1, wherein the substituent is a hentriacontyl group.
23. The compound of claim 1, wherein the substituent is a dotriacontyl group.
24. The compound of claim 1, wherein the substituent is a tetratriacontyl group.
25. The compound of claim 1, wherein the substituent is a pentatriacontyl group.
26. The compound of claim 1, wherein the substituent is a hexatriacontyl group.
27. The compound of claim 1, wherein the substituent is a heptatriacontyl group.
28. The compound of claim 1, wherein the substituent is an octatriacontyl group.
29. The compound of claim 1, wherein the substituent is a nonatriacontyl group.
30. The compound of claim 1, wherein the substituent is a decatriacontyl group.
31. The compound of claim 1, wherein the substituent is a undecatriacontyl group.
32. The compound of claim 1, wherein the substituent is a dodecatriacontyl group.
33. The compound of claim 1, wherein the substituent is a tridecatriacontyl group.
34. The compound of claim 1, wherein the substituent is a tetradecatriacontyl group.
35. The compound of claim 1, wherein the substituent is a pentadecatriacontyl group.
36. The compound of claim 1, wherein the substituent is a hexadecatriacontyl group.
37. The compound of claim 1, wherein the substituent is a heptadecatriacontyl group.
38. The compound of claim 1, wherein the substituent is an octadecatriacontyl group.
39. The compound of claim 1, wherein the substituent is a nonadecatriacontyl group.
40. The compound of claim 1, wherein the substituent is a eicosacontyl group.



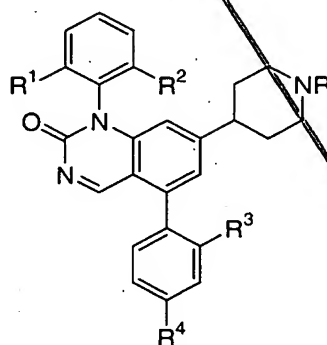
B1
cont

or a pharmaceutically acceptable salt thereof.

10. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;
D is CH.

11. The compound according to claim 10 described by the chemical formula (III A):



(III A)

or a pharmaceutically acceptable salt thereof.

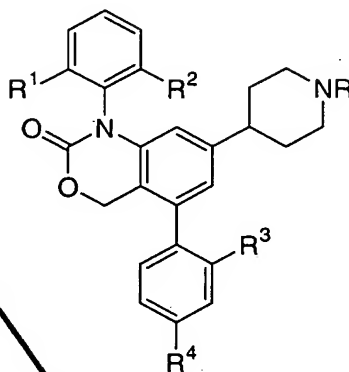
15

12. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;

D is CH₂.

13. The compound according to claim 12 described by the chemical formula (IVA):



(IVA)

or a pharmaceutically acceptable salt thereof.

10 14. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH₂;

D is CH₂.

15 15. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

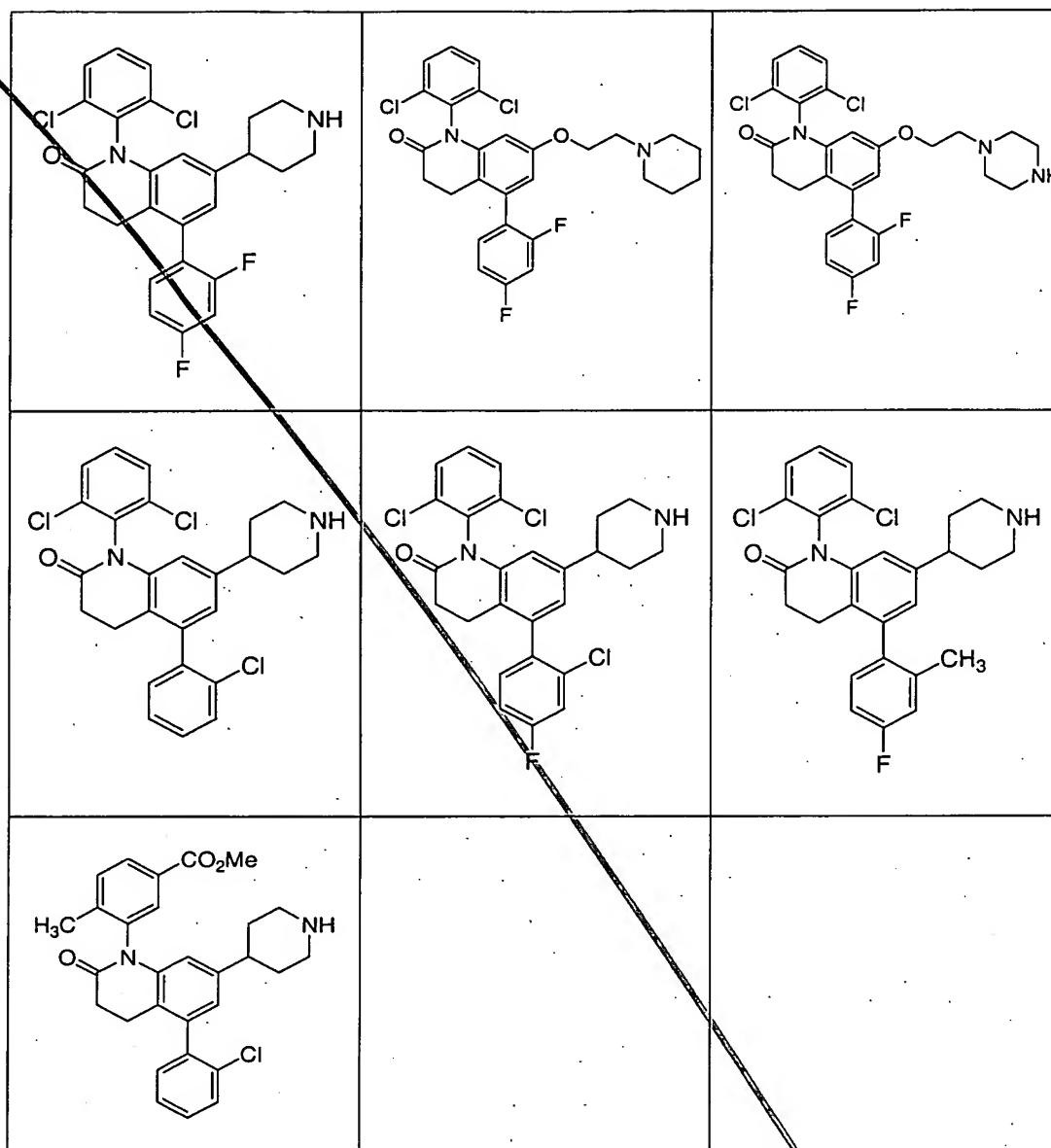
B is a direct bond.

20 16. The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is C0-3alkyl-O-C0-3alkyl.

17. The compound according to claim 14 represented by

B1
cont



or a pharmaceutically acceptable salt thereof.

18. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH;

D is CH.

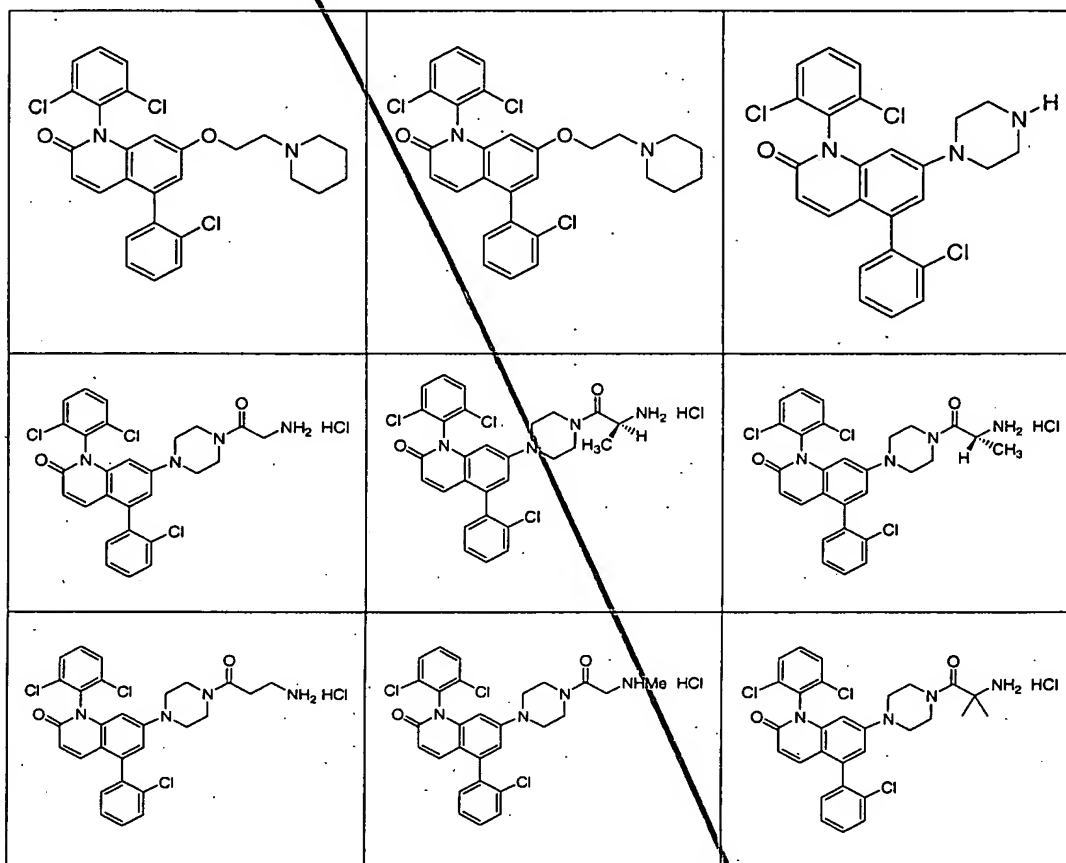
19. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

20. The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is C₀-3alkyl-O-C₀-3alkyl.

21. The compound according to claim 18 comprising

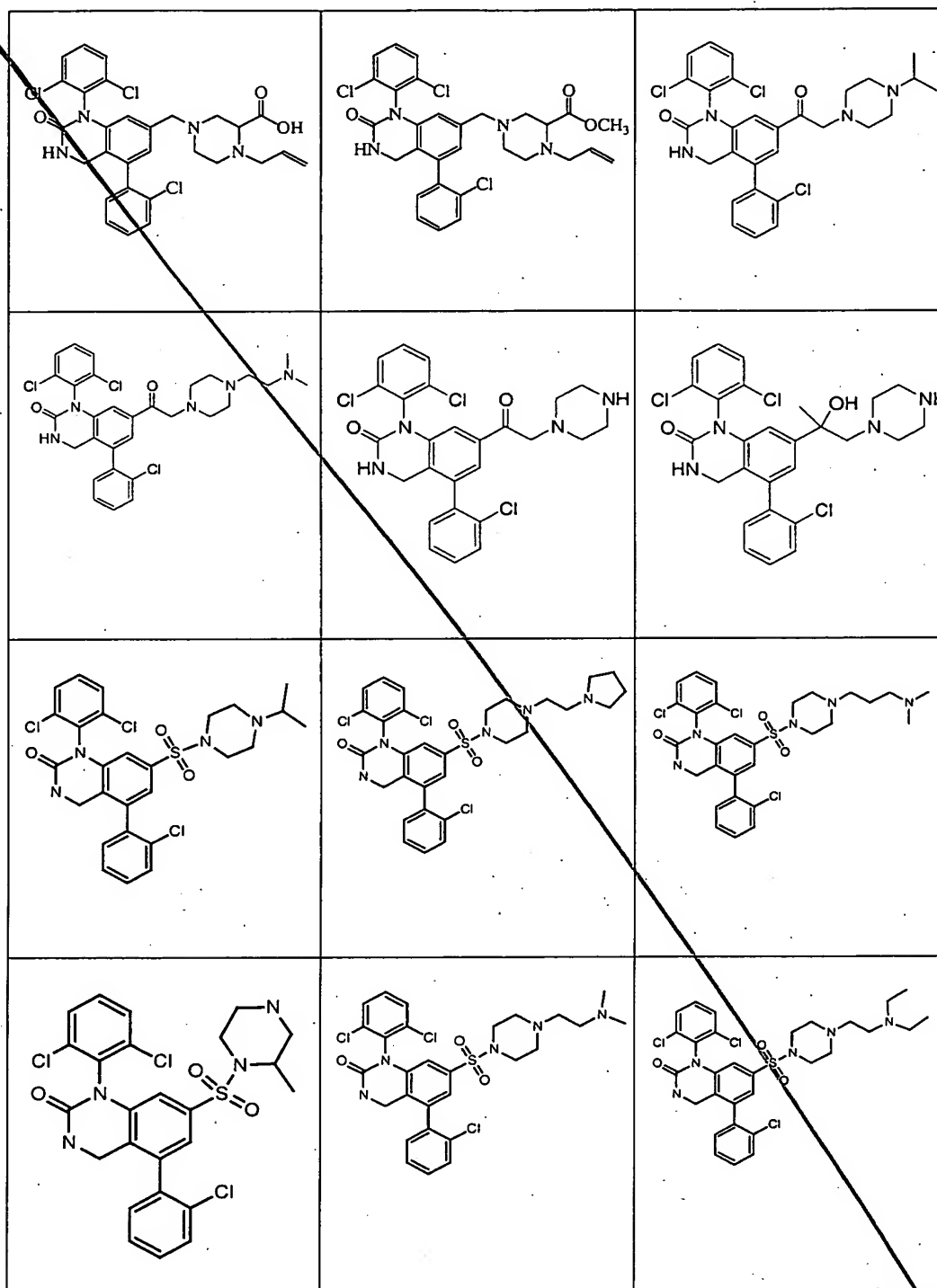


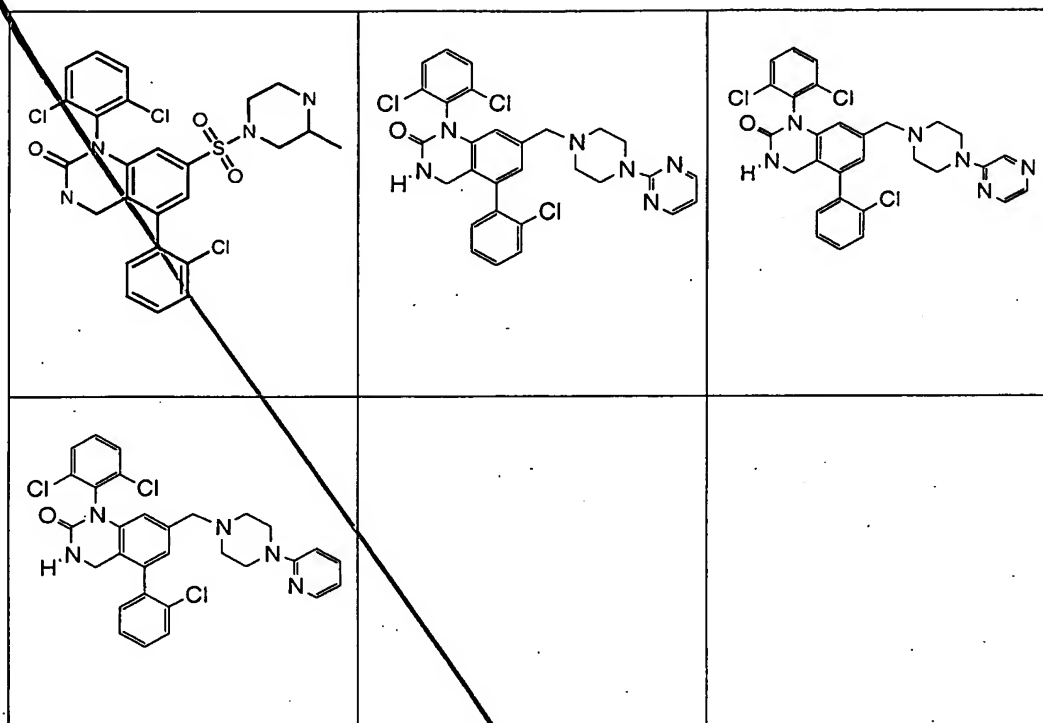
10

or a pharmaceutically acceptable salt thereof.

22. The compound according to claim 2 represented by

B1
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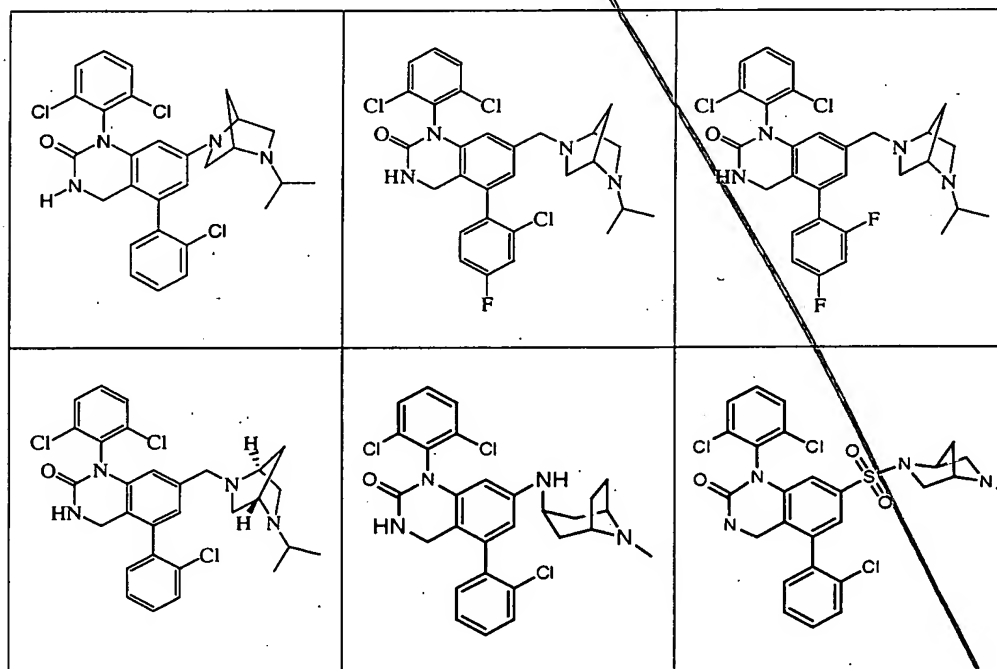


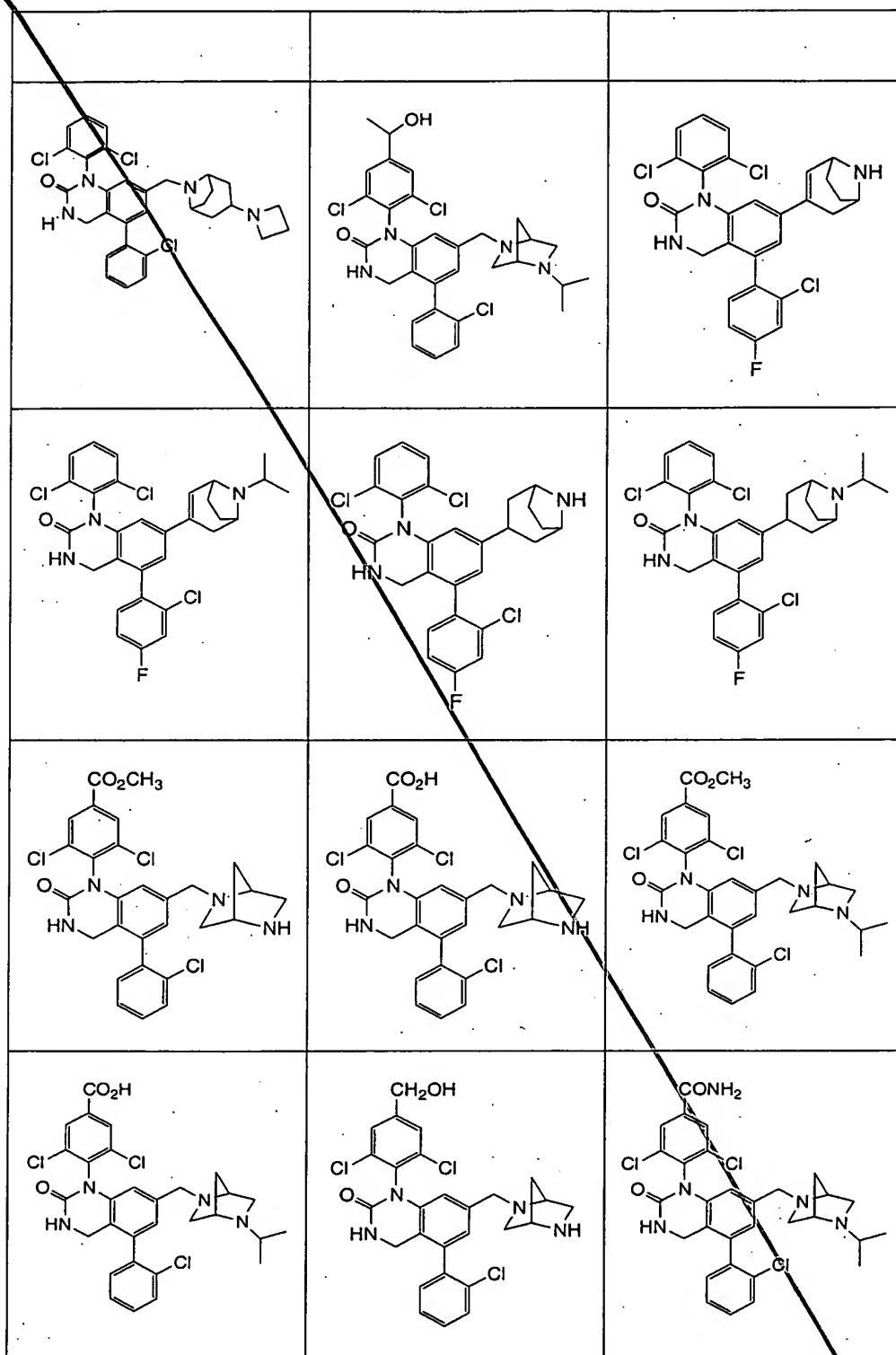


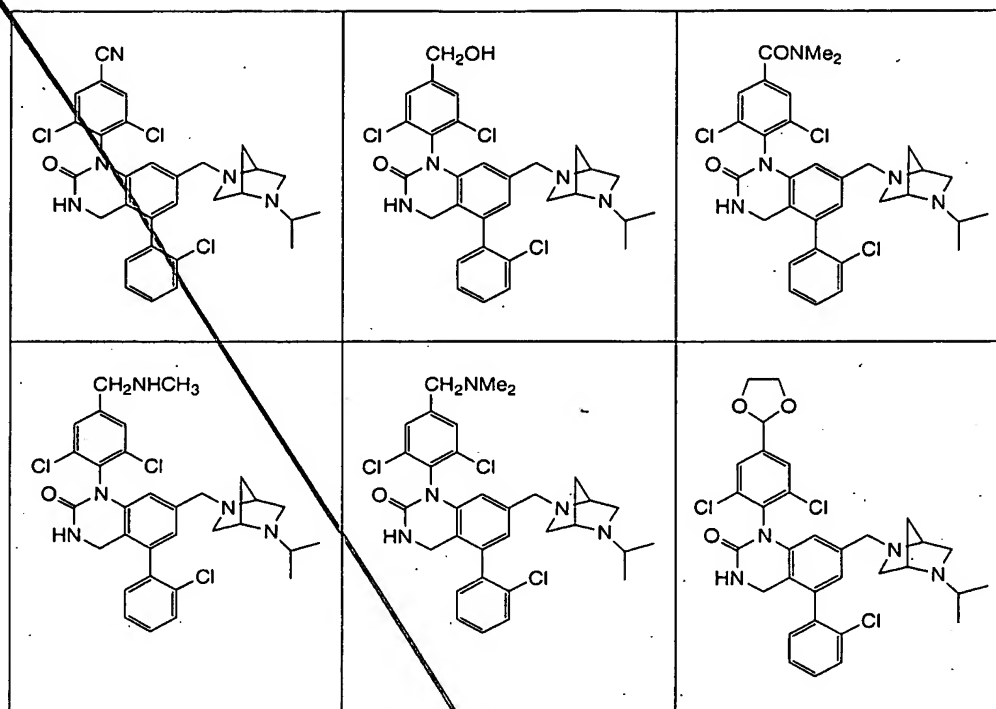
or a pharmaceutically acceptable salt thereof.

23. The compound according to claim 2 represented by

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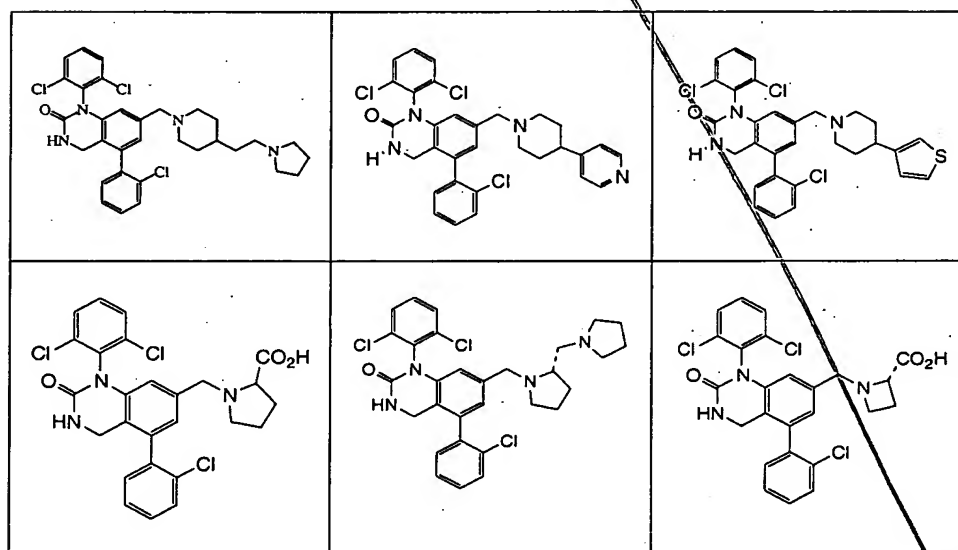
B1
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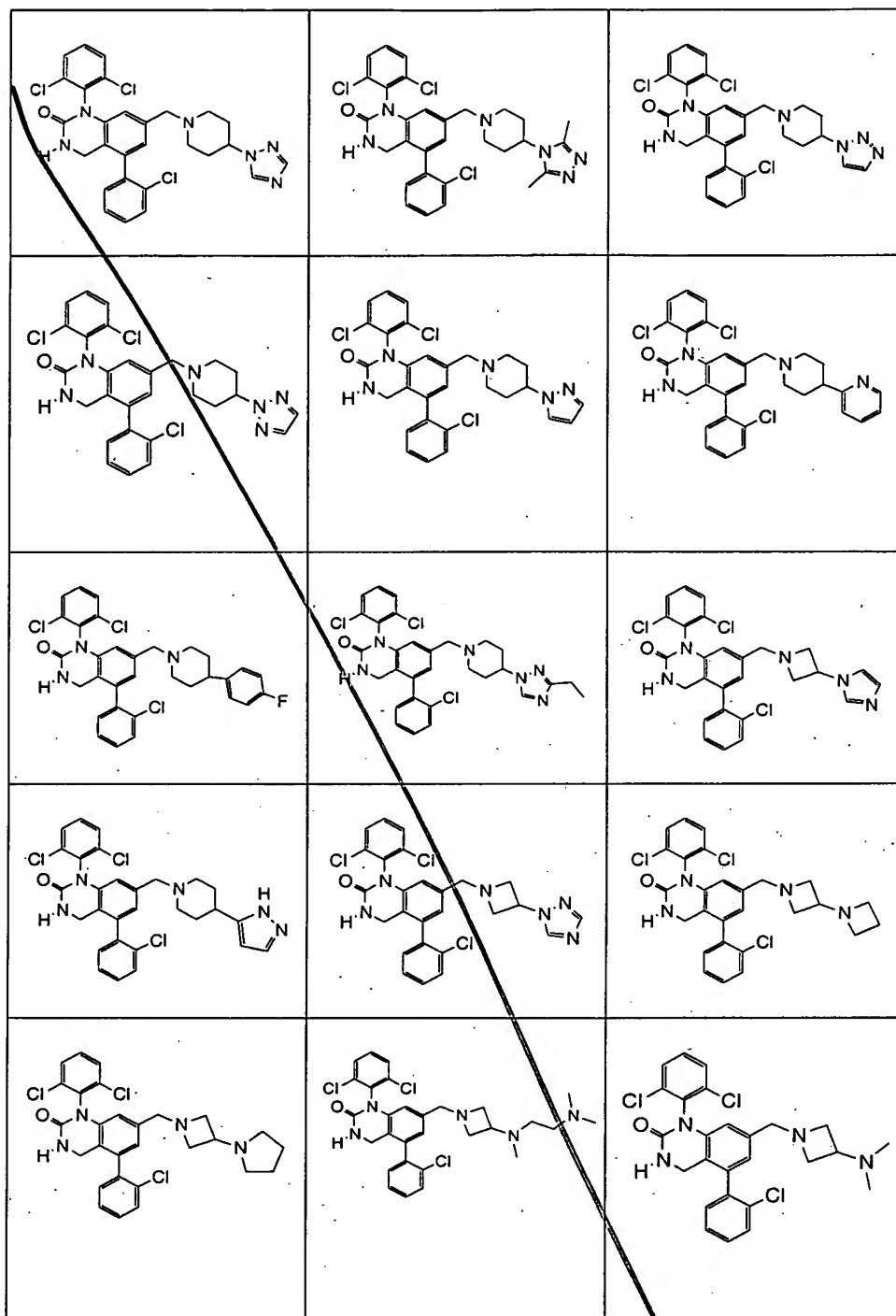
B'
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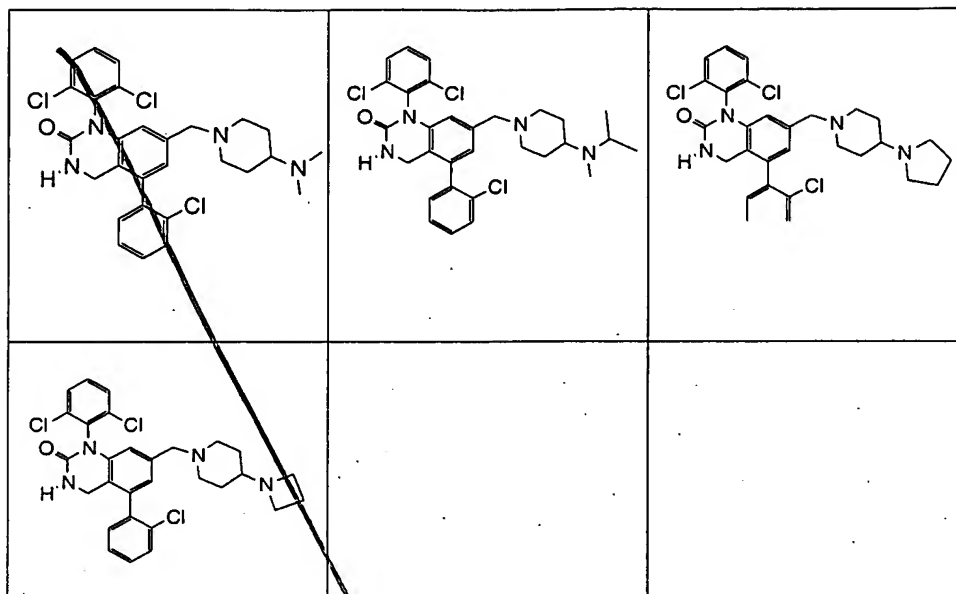
or a pharmaceutically acceptable salt thereof.

24. The compound according to Claim 2 represented by

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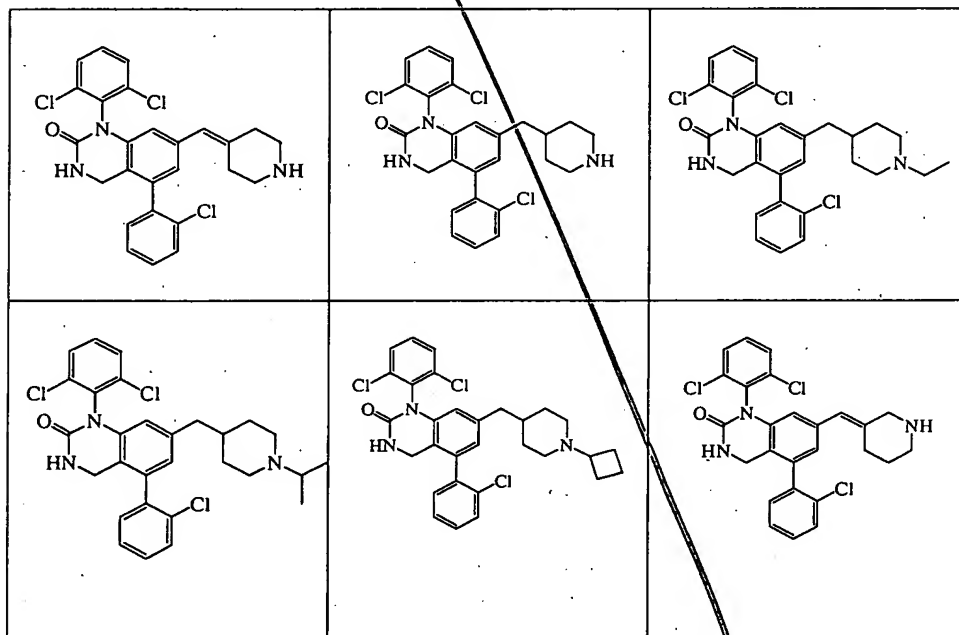
B1
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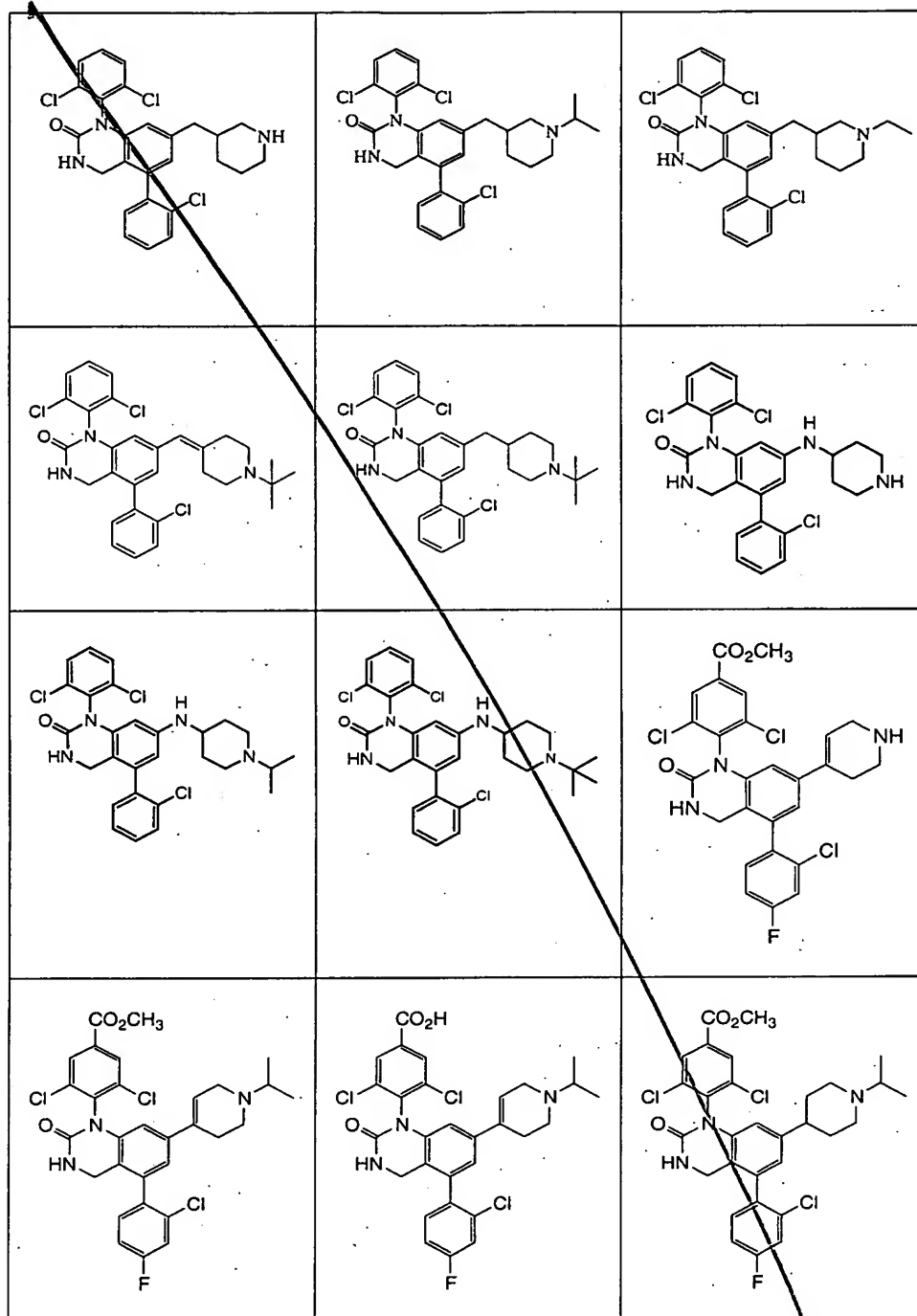
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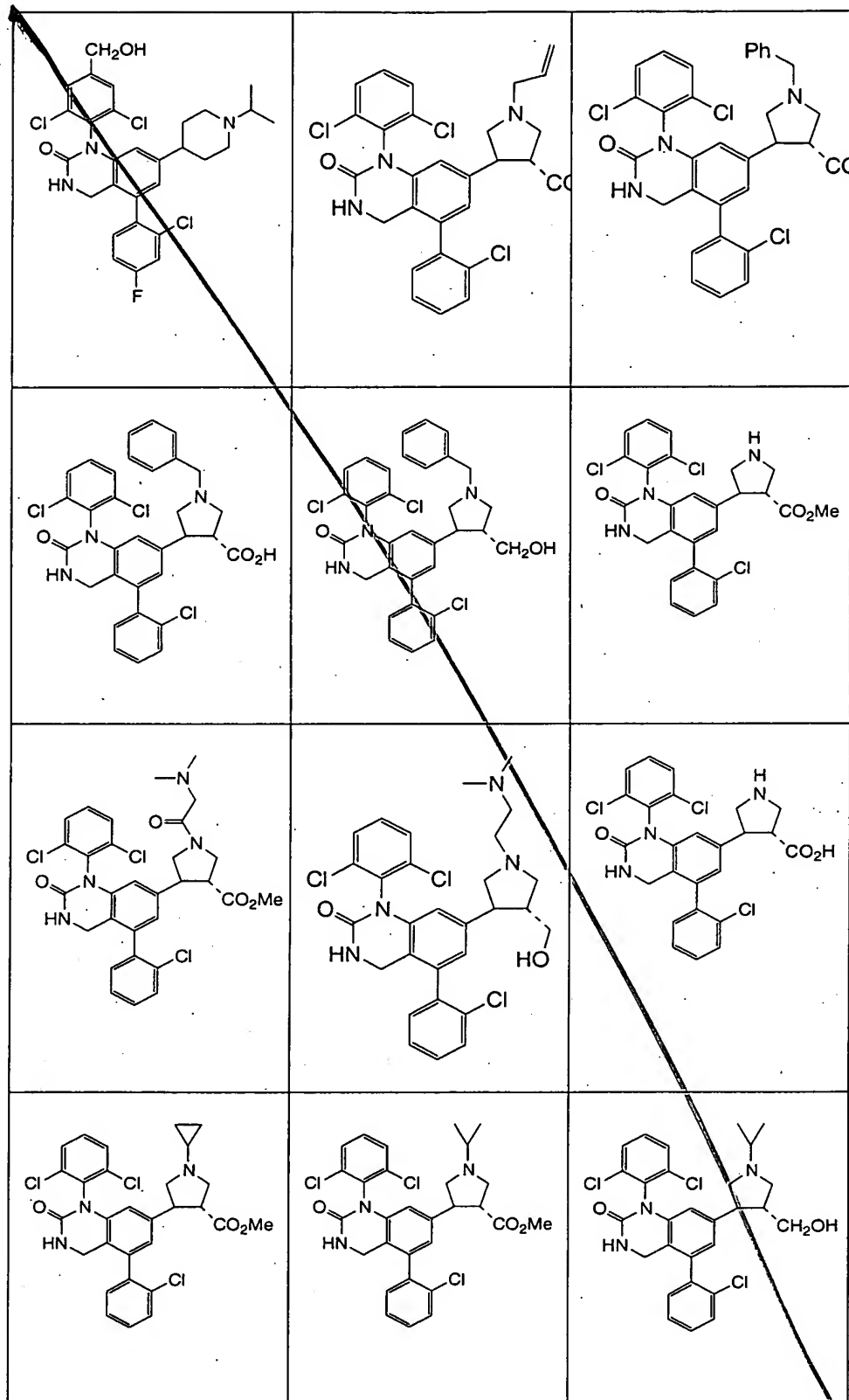
or a pharmaceutically acceptable salt thereof.

25. The compound according to Claim 2 represented by

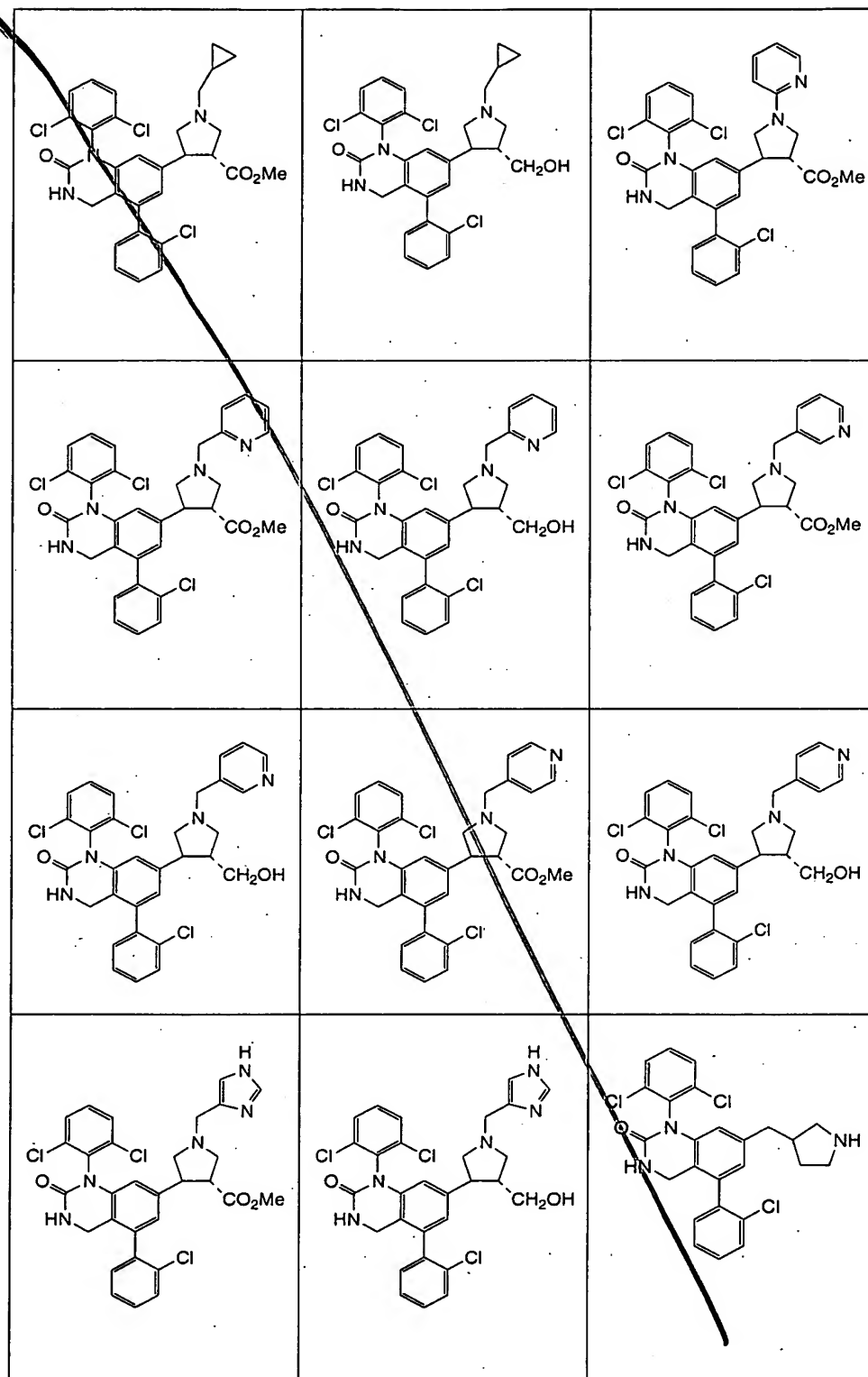
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B1
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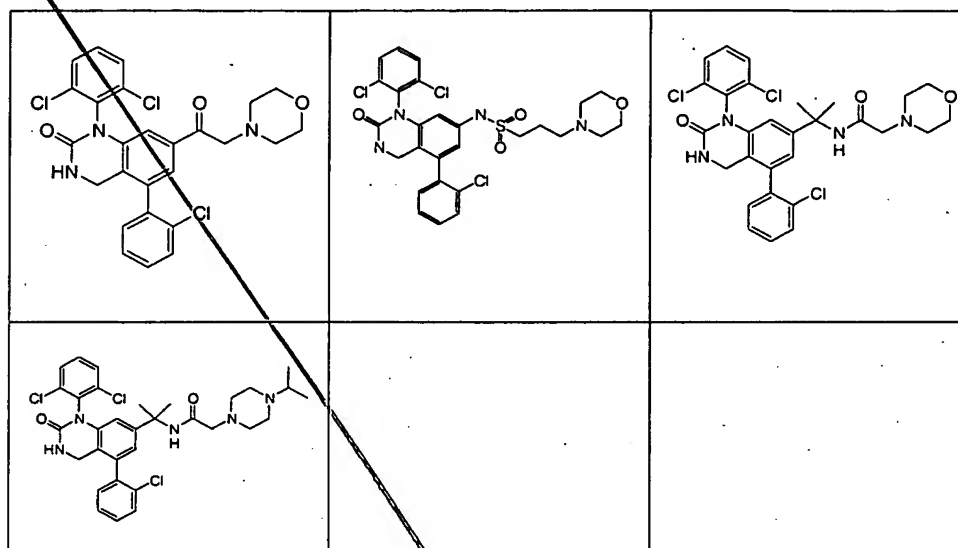
B1
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81
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or a pharmaceutically acceptable salt thereof.

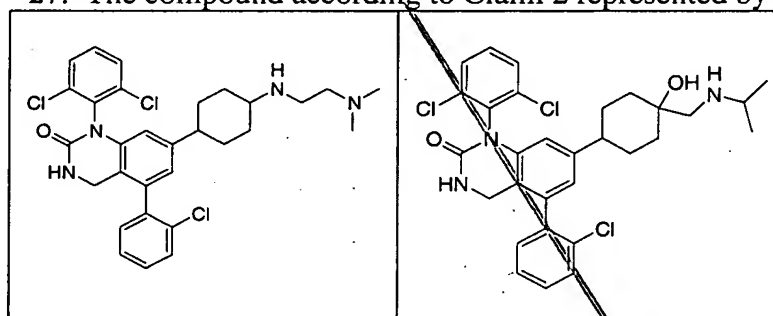
26. The compound according to Claim 2 represented by



or a pharmaceutically acceptable salt thereof.

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27. The compound according to Claim 2 represented by

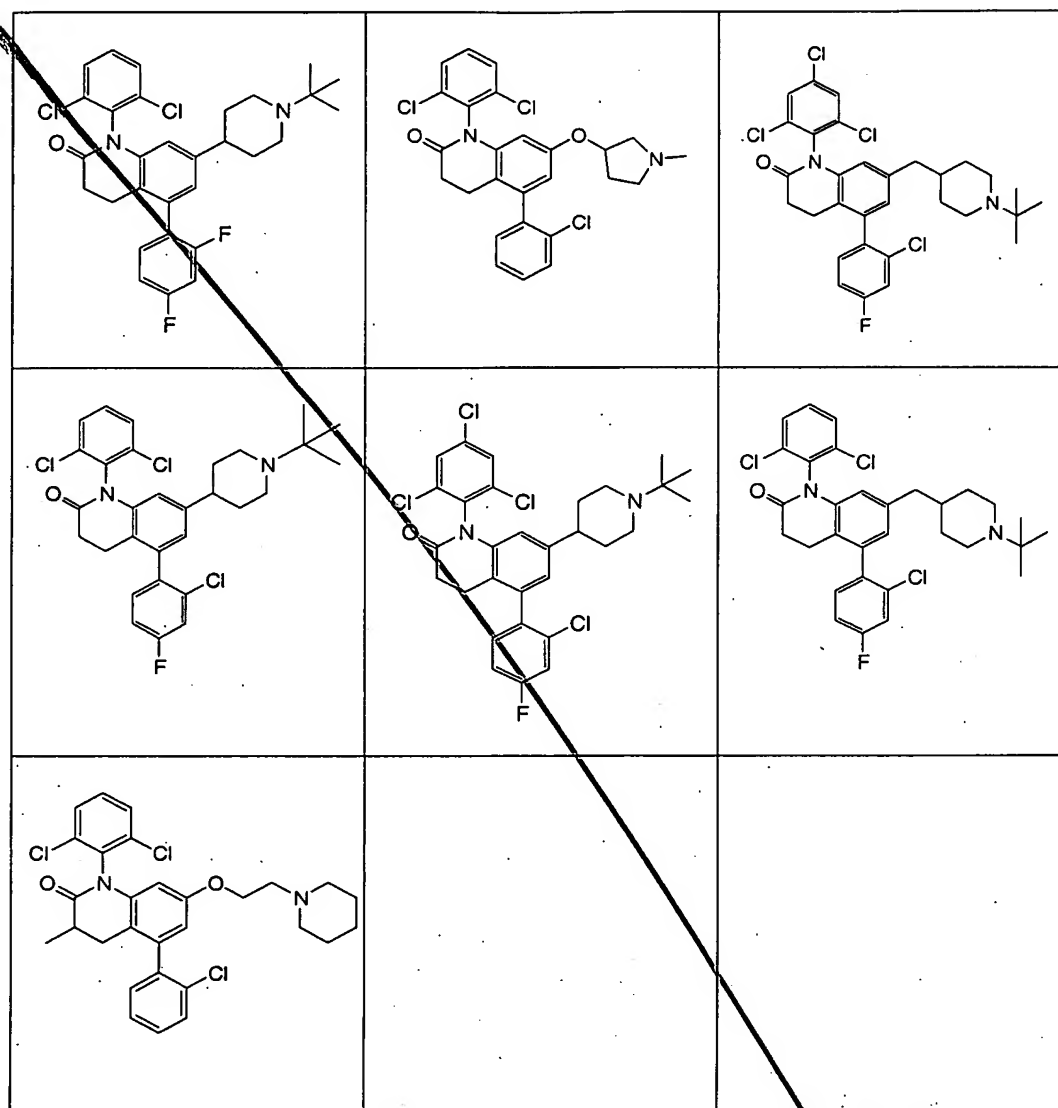


or a pharmaceutically acceptable salt thereof.

28. The compound according to Claim 14 represented by

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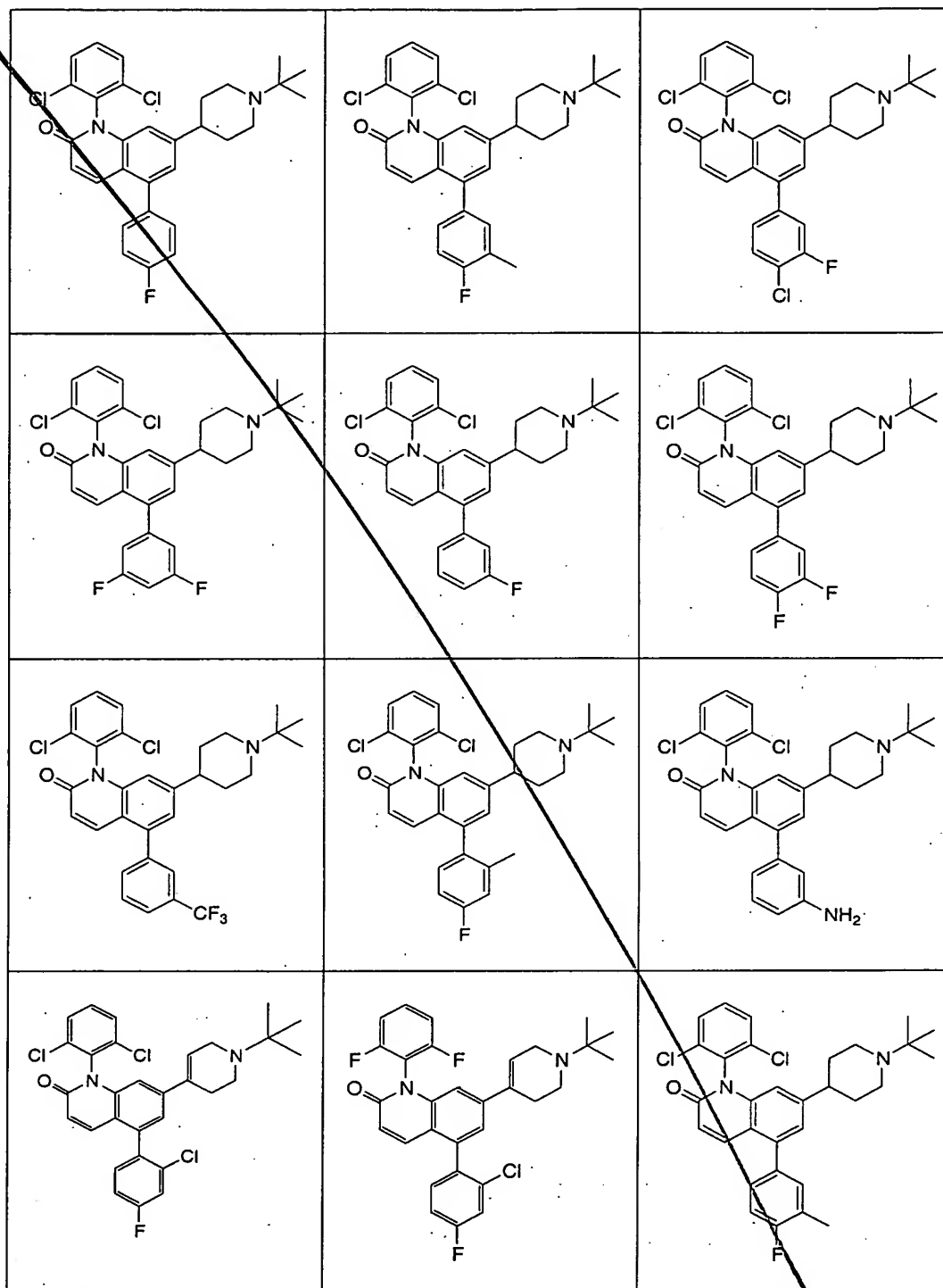
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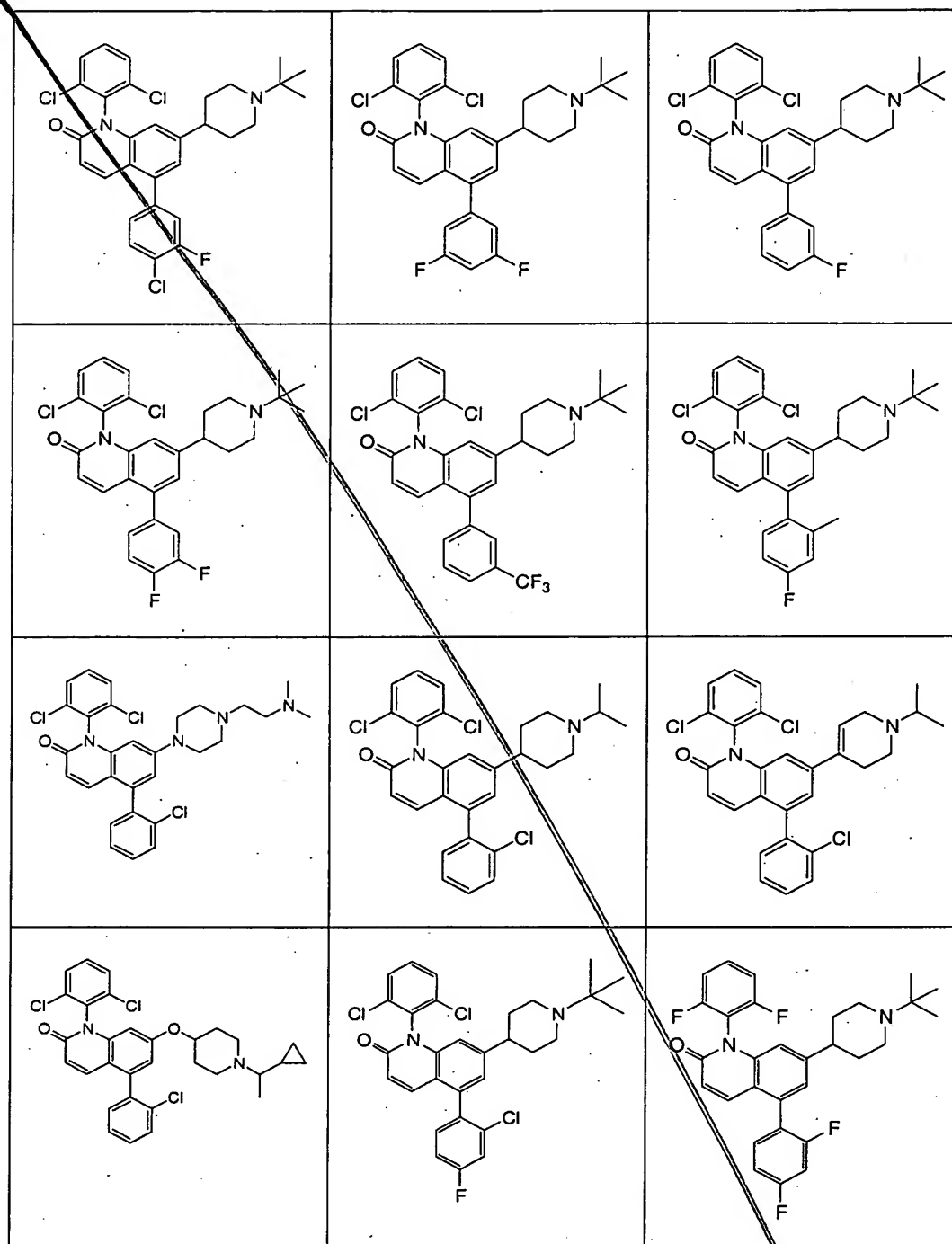


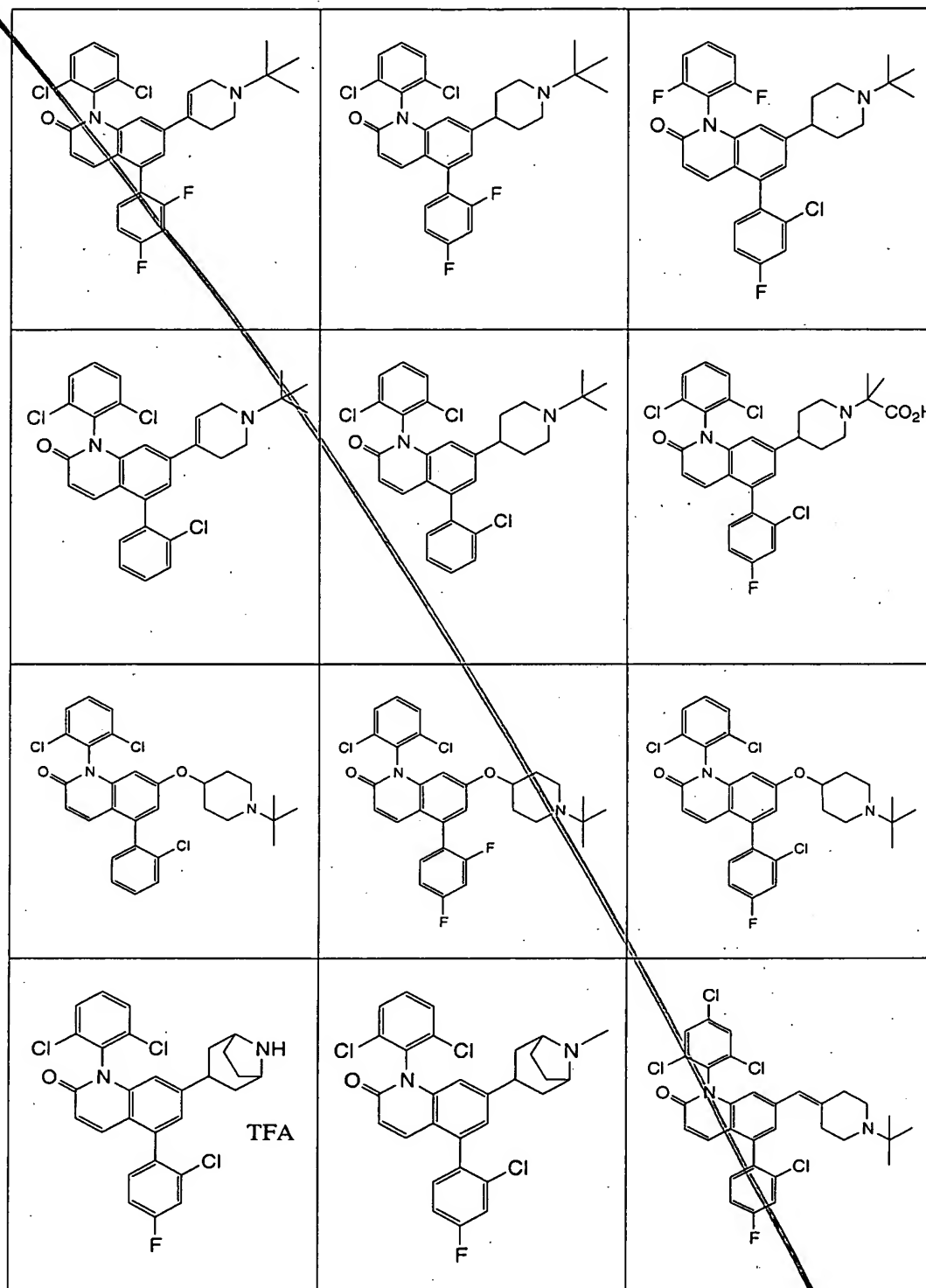
or a pharmaceutically acceptable salt thereof.

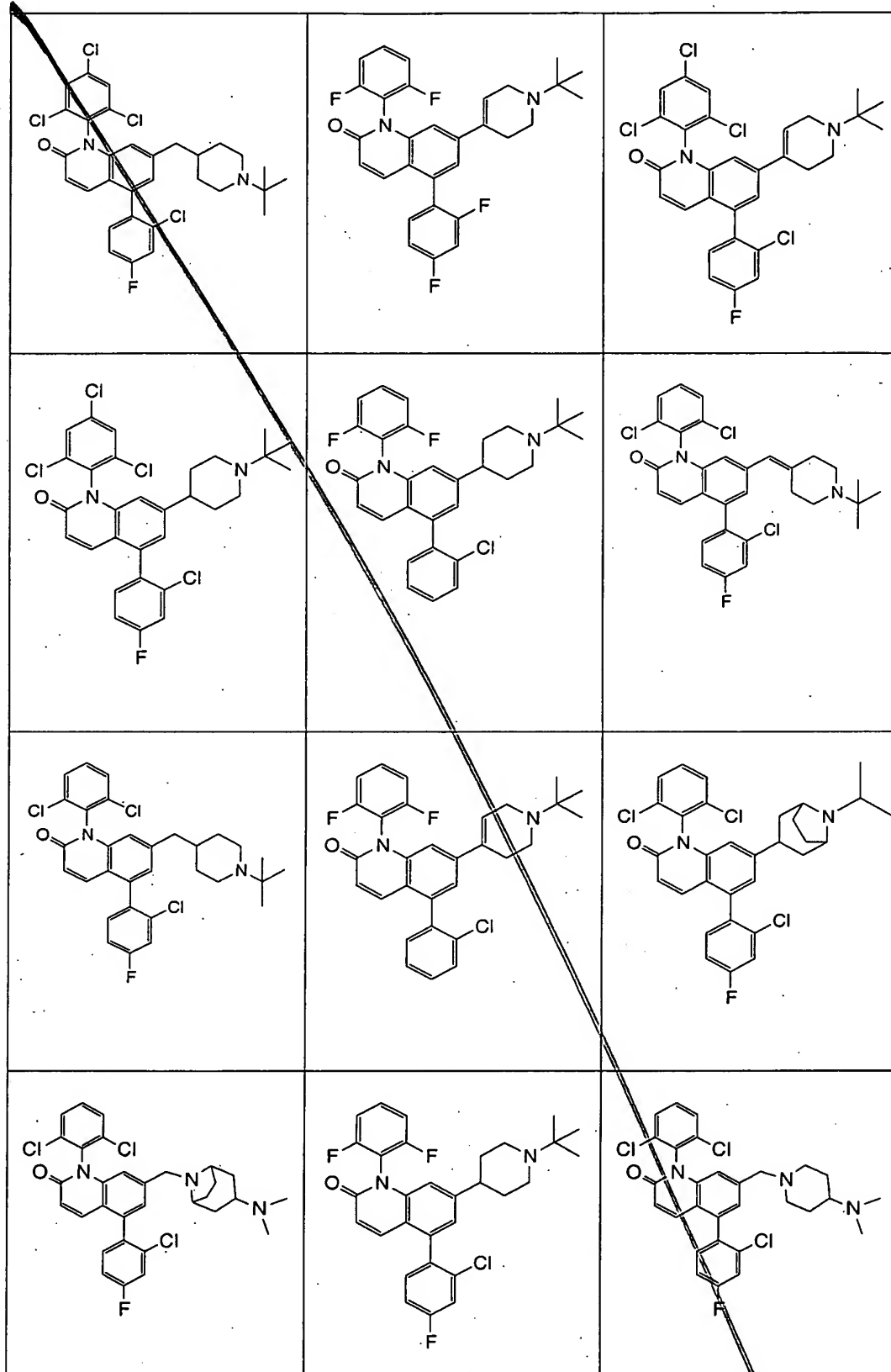
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29. The compound according to Claim 18 represented by

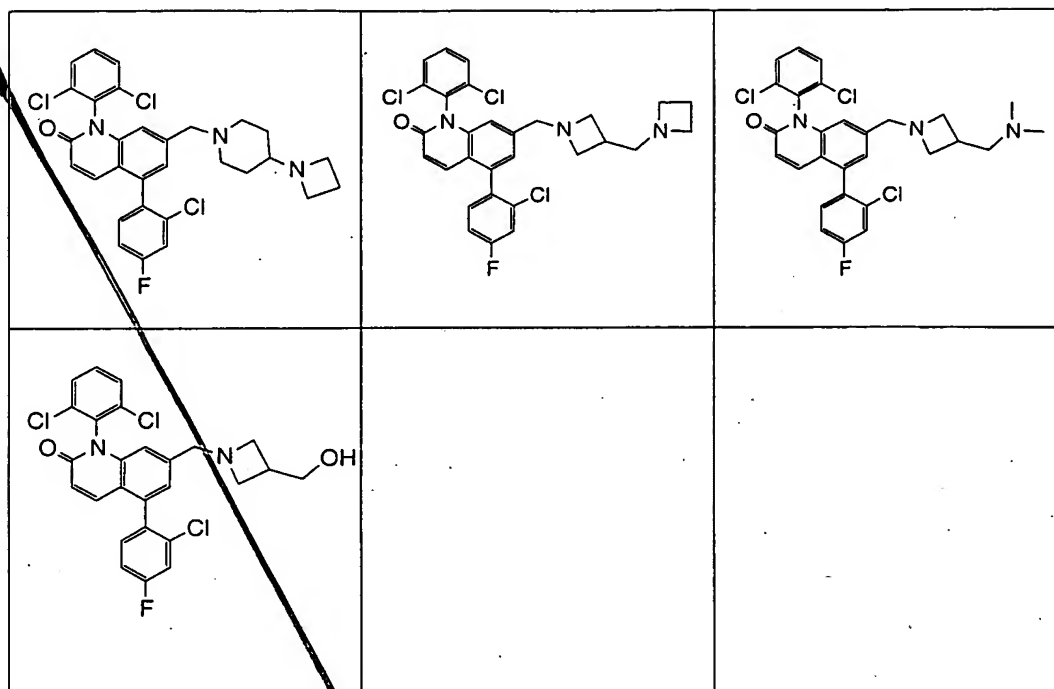
B1
Cont

B'
Cont

D
cont

B1
cont

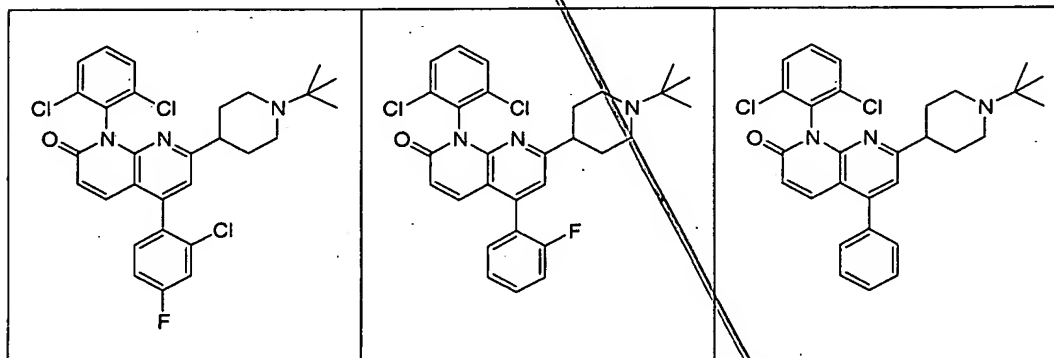
B1
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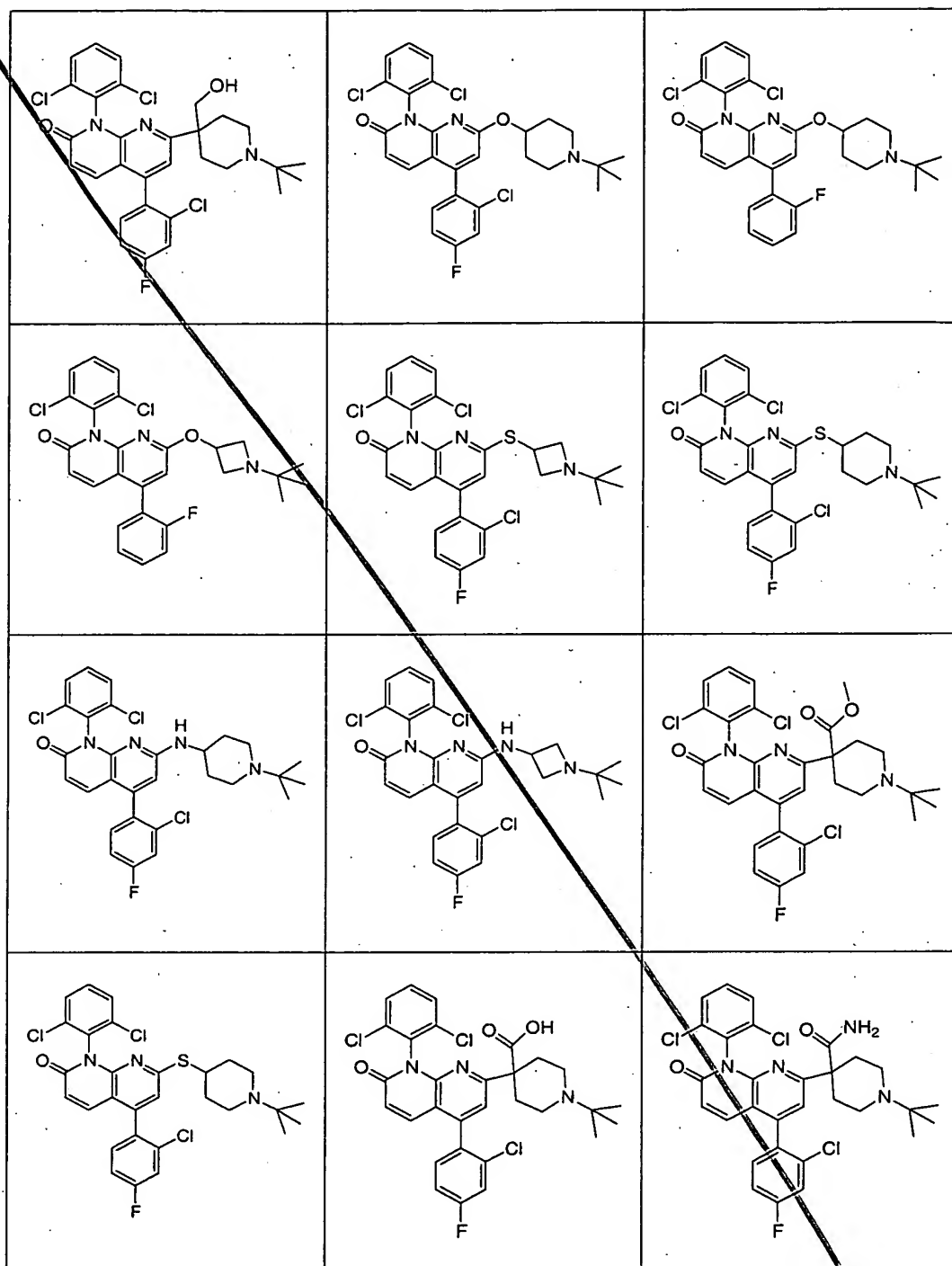
or a pharmaceutically acceptable salt thereof.

30. The compound according to Claim 1, wherein
A is CH;
D is CH; and
G¹ is N.

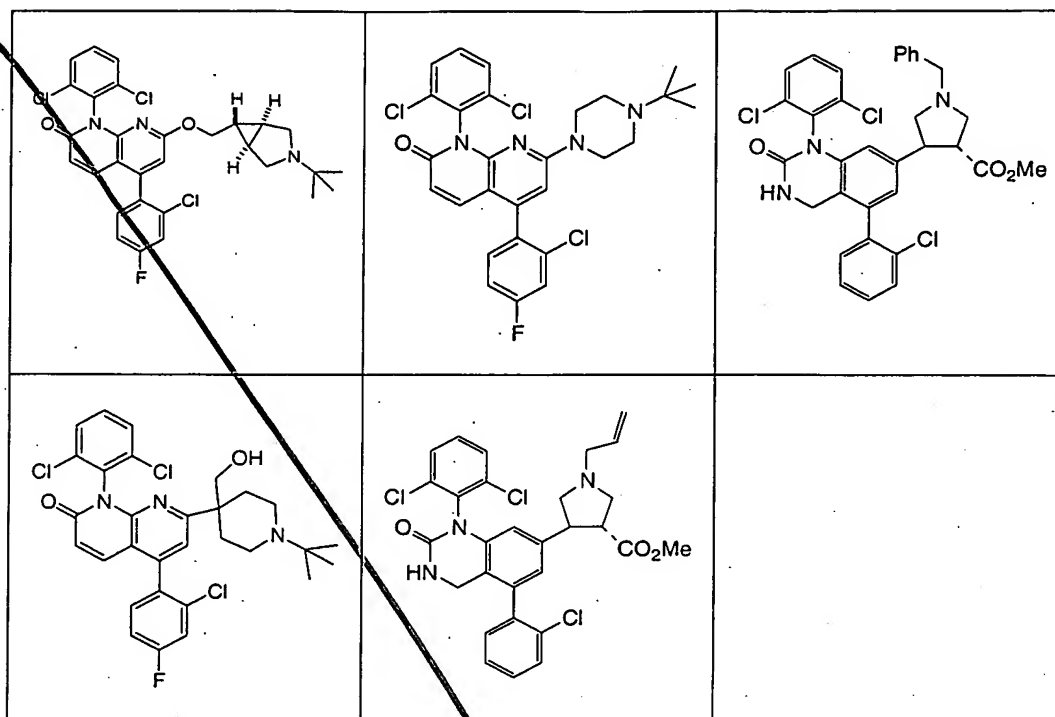
31. The compound according to Claim 30 represented by



Cont



81
Cont



or a pharmaceutically acceptable salt thereof.

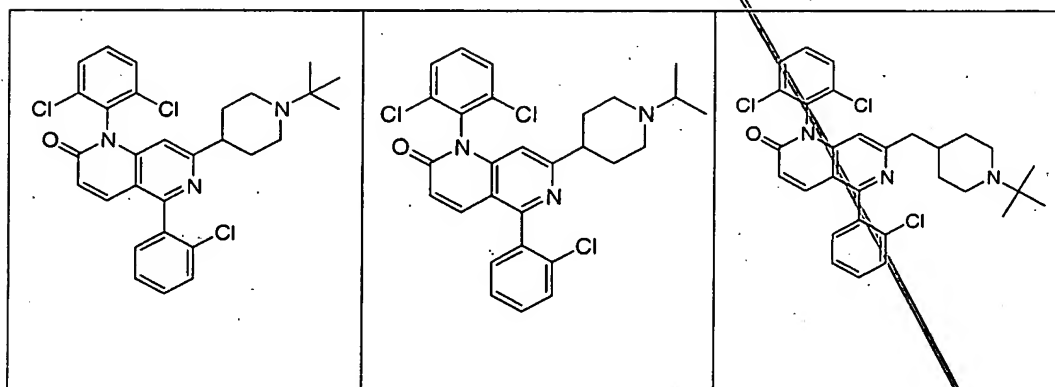
32. The compound according to Claim 1 wherein

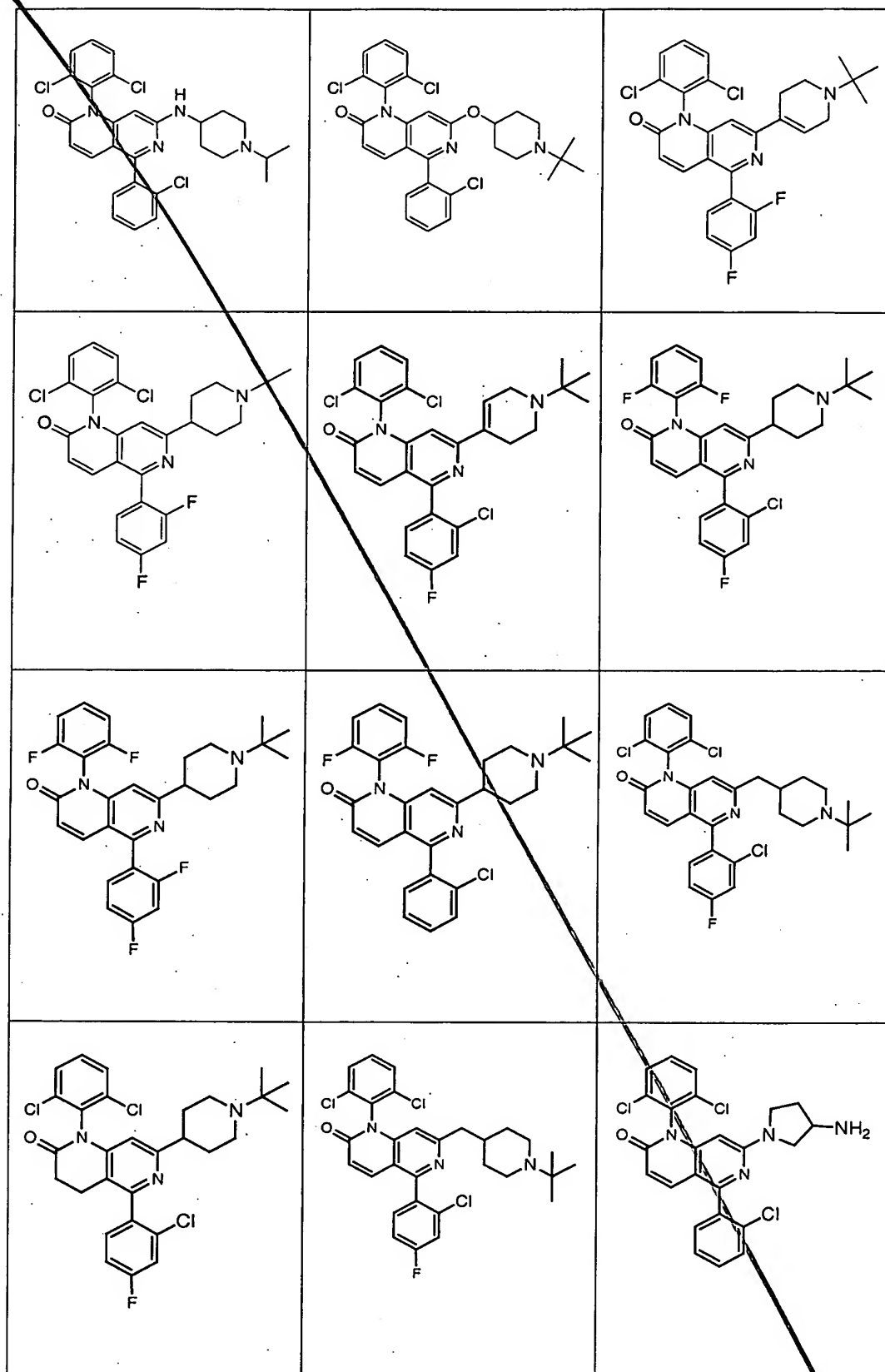
A is CH;

D is CH; and

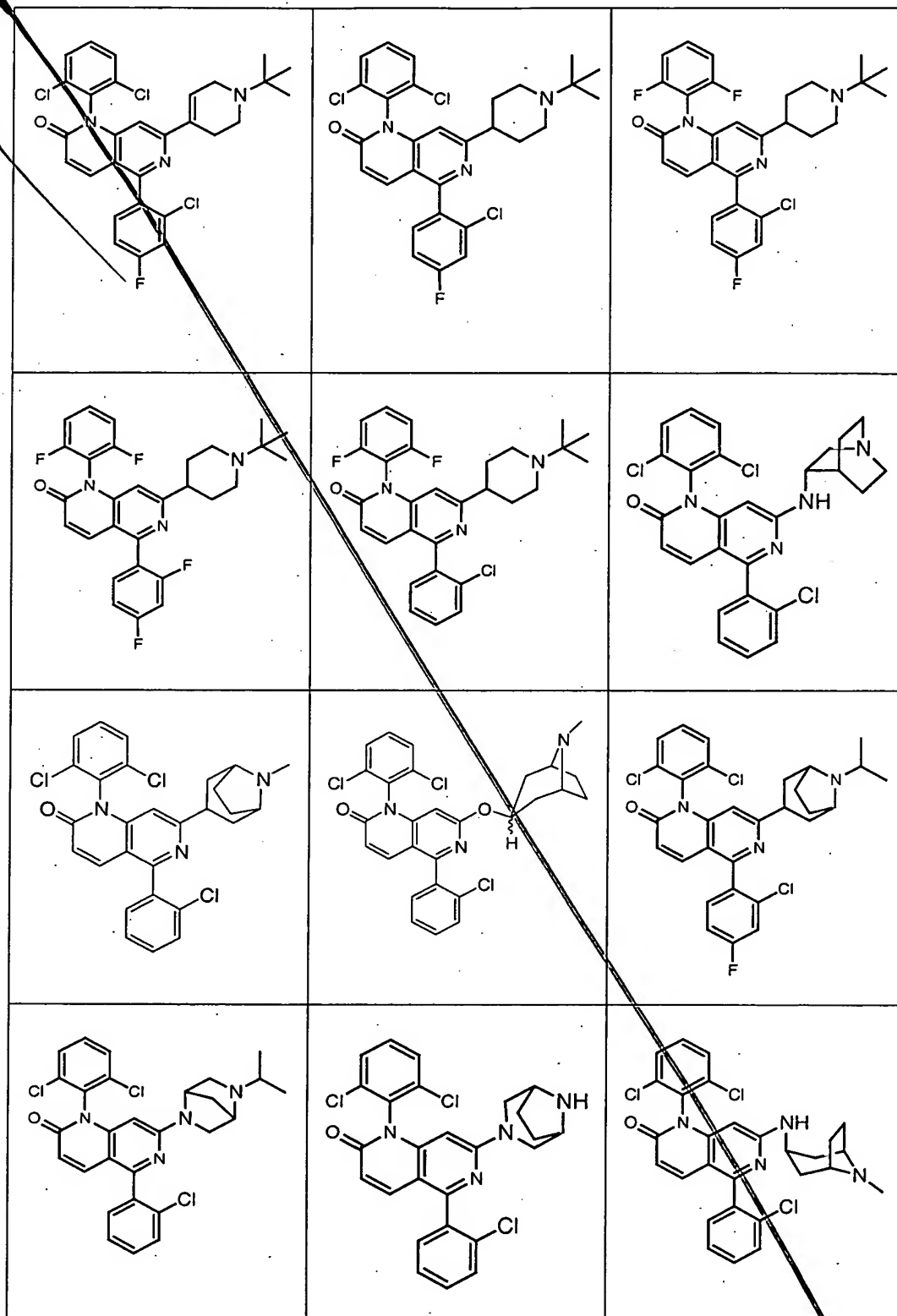
G² is N.

33. The compound according to Claim 32 represented by



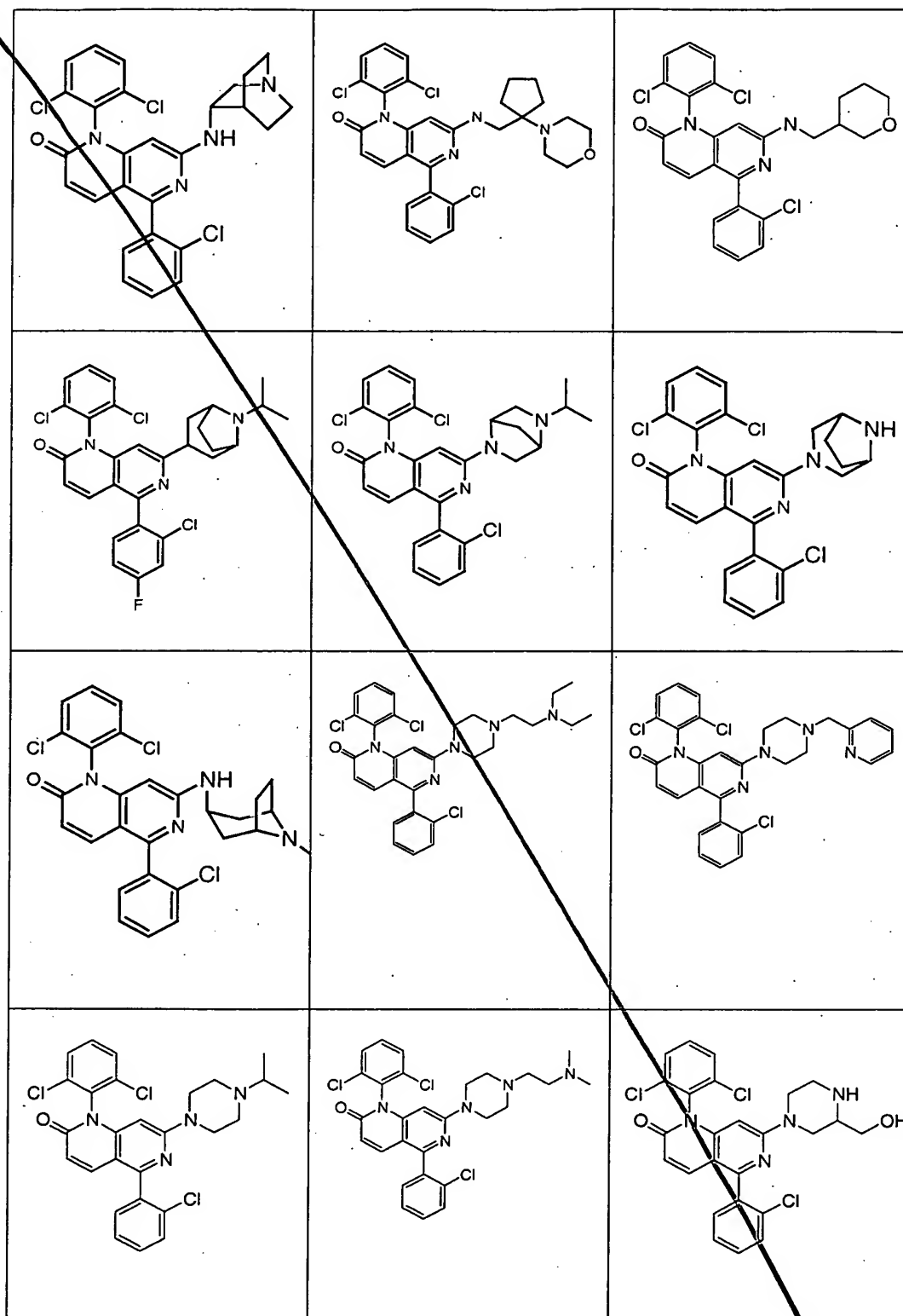
B
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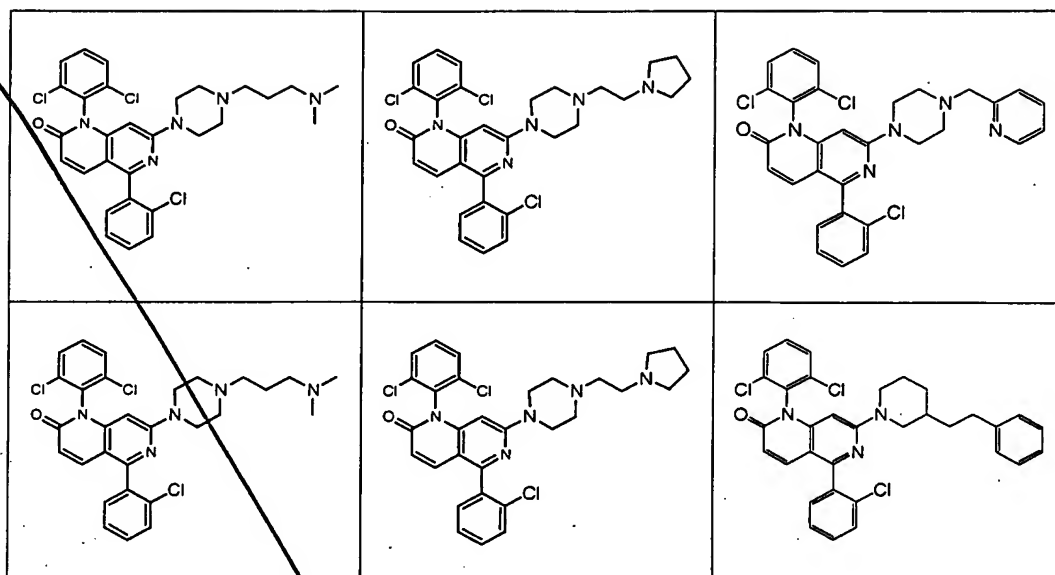
Di
cont



B¹ cont

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100.

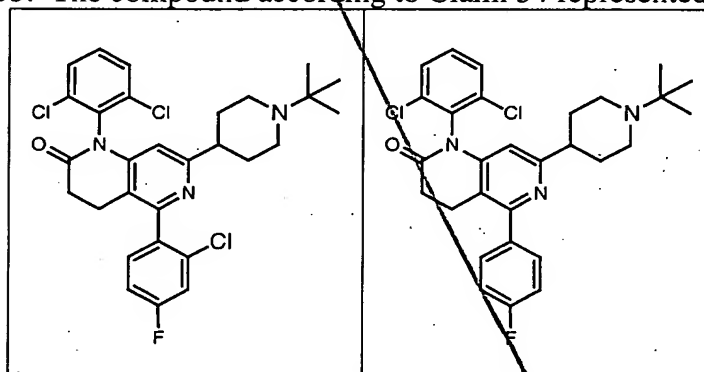




or a pharmaceutically acceptable salt thereof.

34. The compound according to Claim 1 wherein
A is CH₂;
D is CH₂; and
G² is N.

35. The compound according to Claim 34 represented by

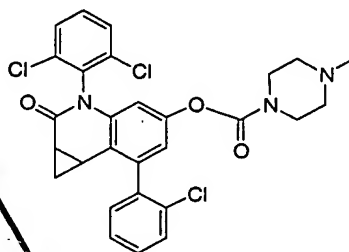


or a pharmaceutical acceptable salt thereof.

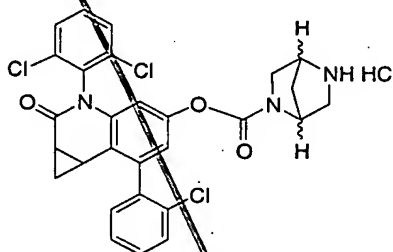
36. The compound according to Claim 1 wherein
A is CH;
D is CH; and

A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

37. The compound according to Claim 36 represented by

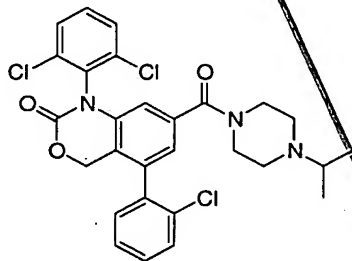


5.



or a pharmaceutically acceptable thereof.

38. The compound according to Claim 12 represented by



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or a pharmaceutically acceptable thereof.

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